

# THE AMAZING SPIDER-MAN®



MARVEL MASTERWORKS®  
BY STAN LEE & STEVE DITKO

**MARVEL**

2



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THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

COLLECTING *THE AMAZING SPIDER-MAN* #11-19 & ANNUAL #1

MARVEL

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MARVEL  
COMICS  
GROUP **12¢**

# the AMAZING SPIDER-MAN



**11**  
APR.

Featuring:  
**THE LONG-AWAITED  
"RETURN of  
DOCTOR  
OCTOPUS!"**

## "TURNING POINT!"

SEE WHAT HAPPENS WHEN SPIDER-MAN DECIDES TO REVEAL HIS SECRET IDENTITY TO SOMEONE ELSE! WILL HE REALLY DO IT?

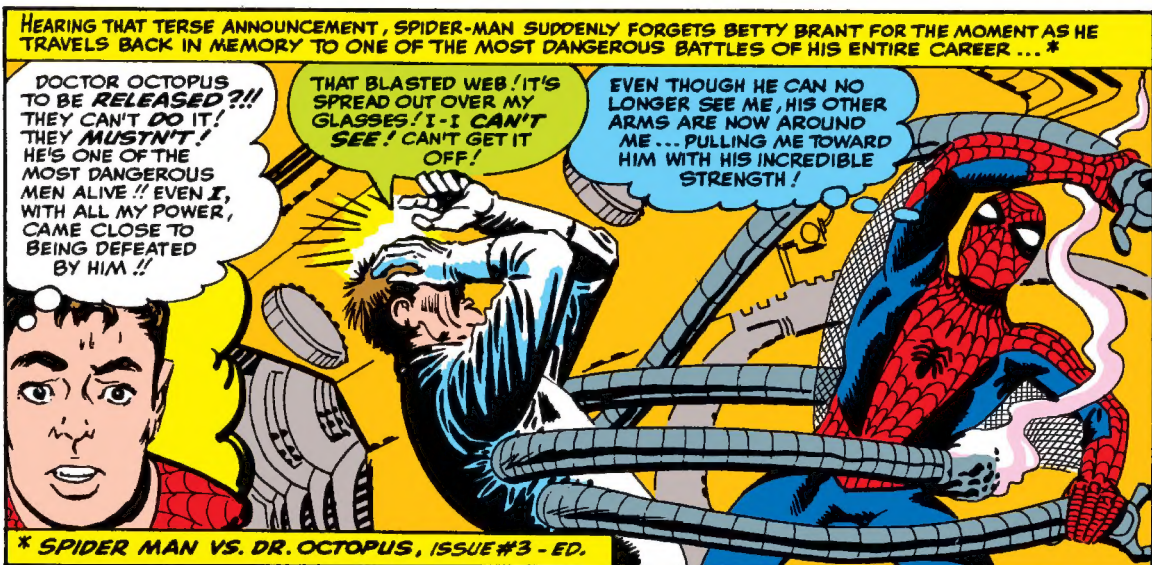
WILL THIS BE THE TURNING POINT OF HIS AMAZING CAREER? OR--? BUT WHY NOT TURN THESE PAGES AND LEARN FOR YOURSELF, IN THIS CLASSIC TALE, TOLD IN THE MARVELOUS MARVEL MANNER!



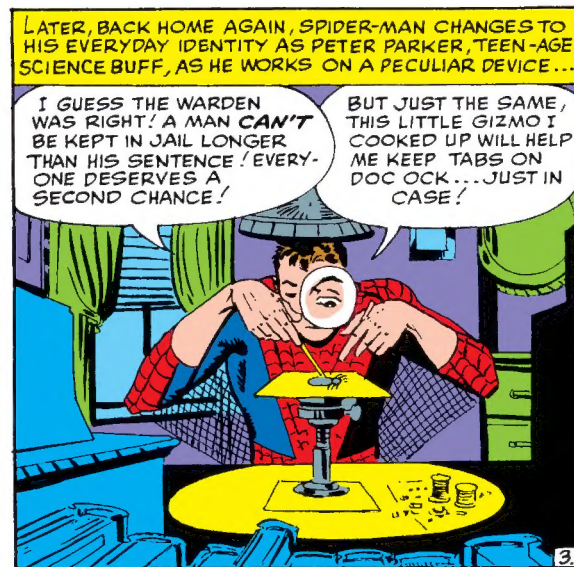
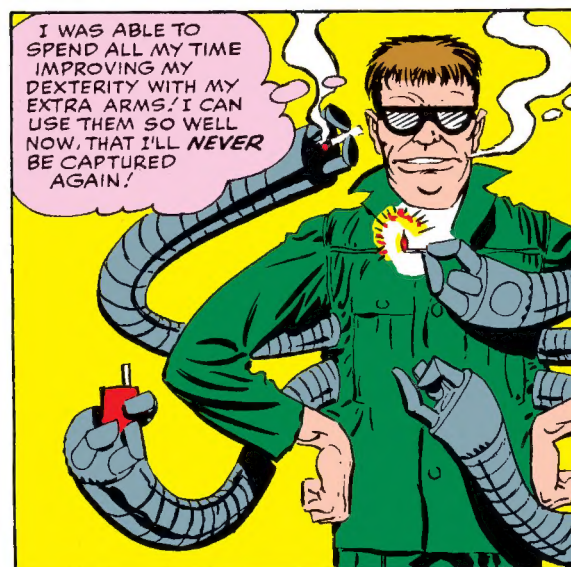
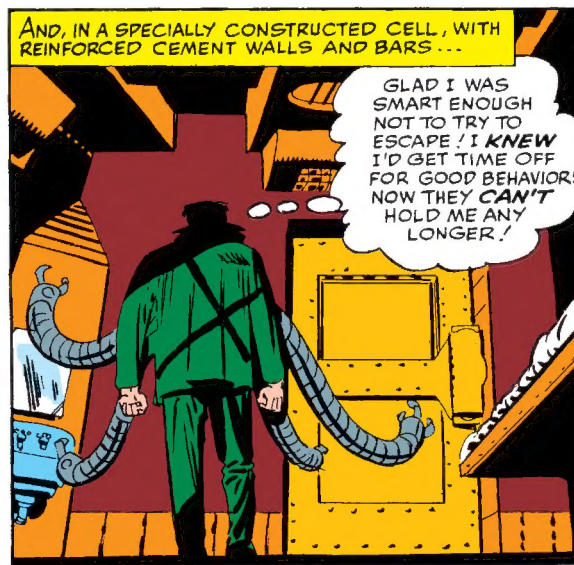
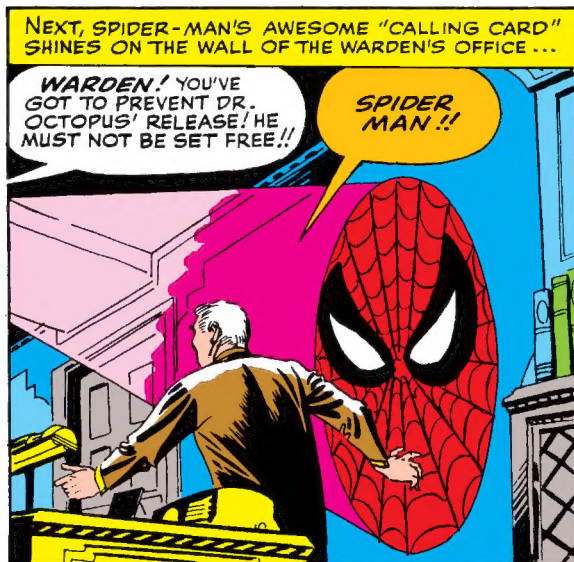
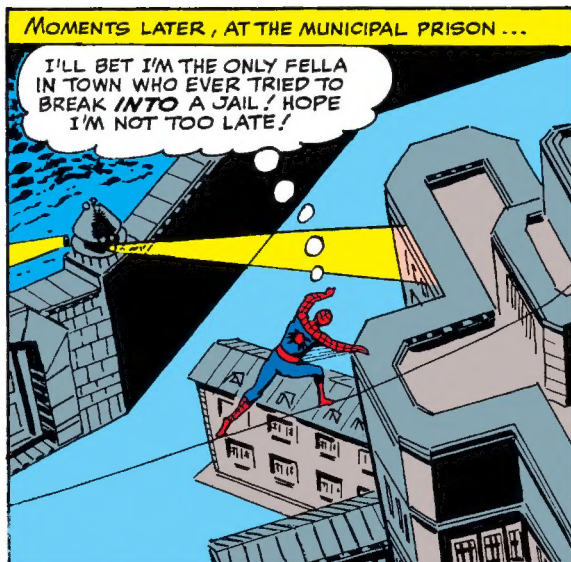




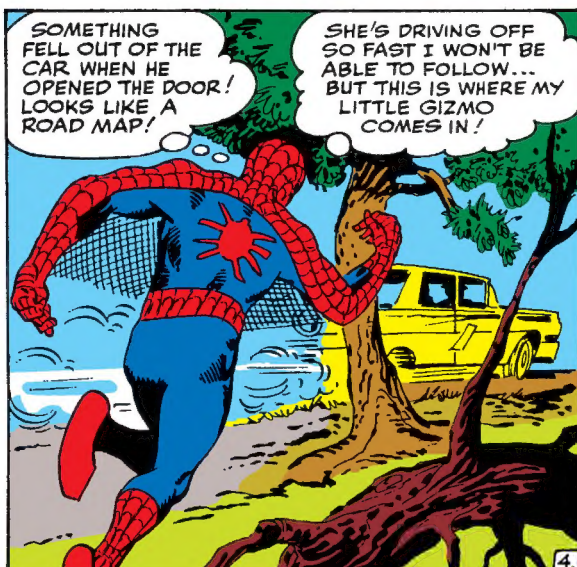
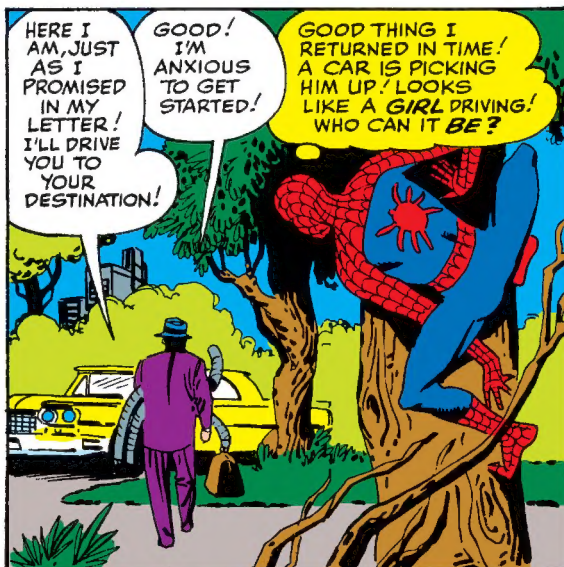
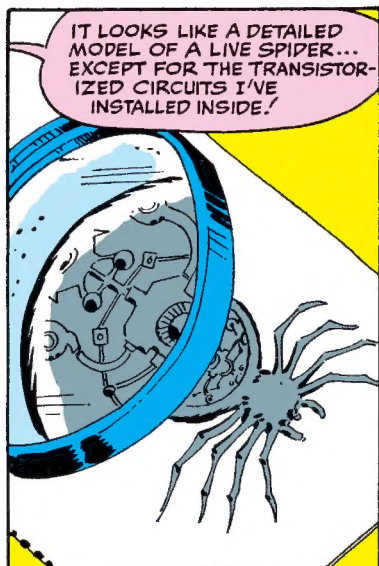




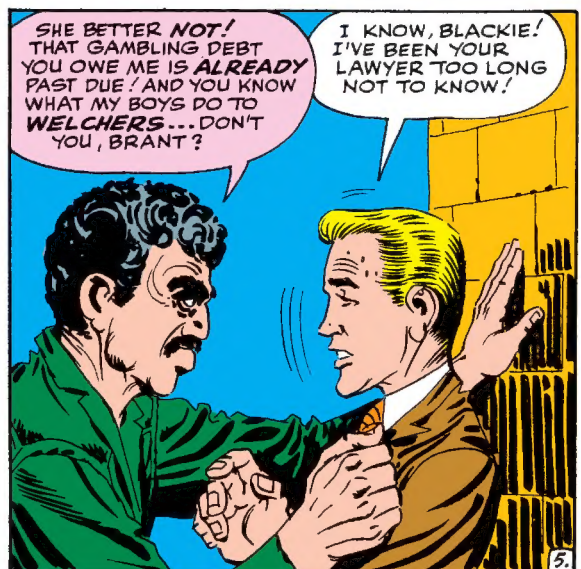
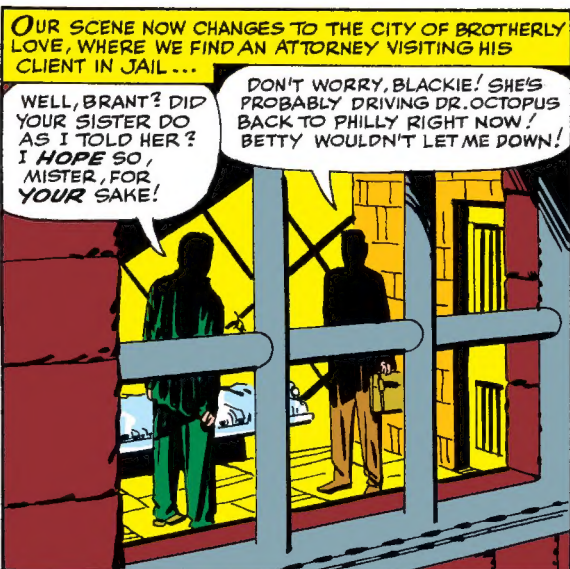
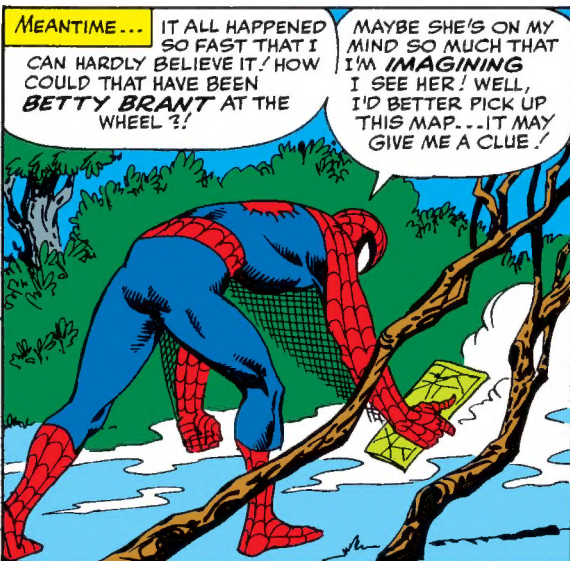
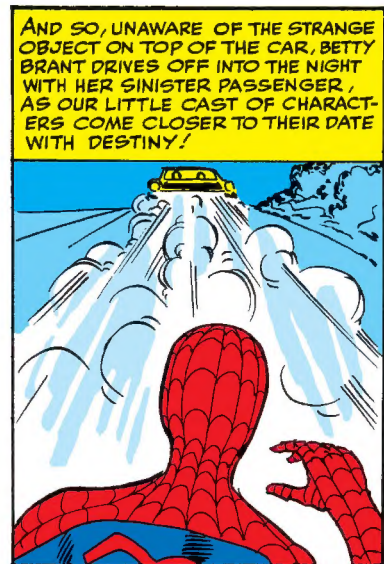
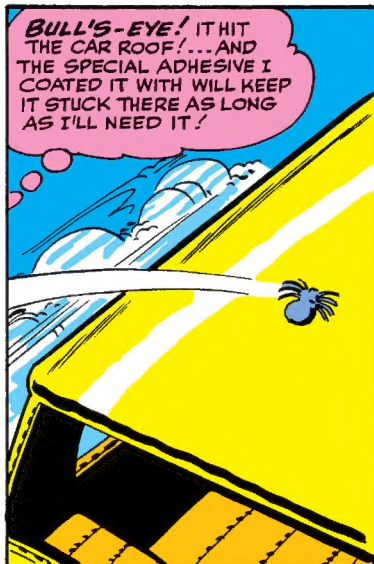




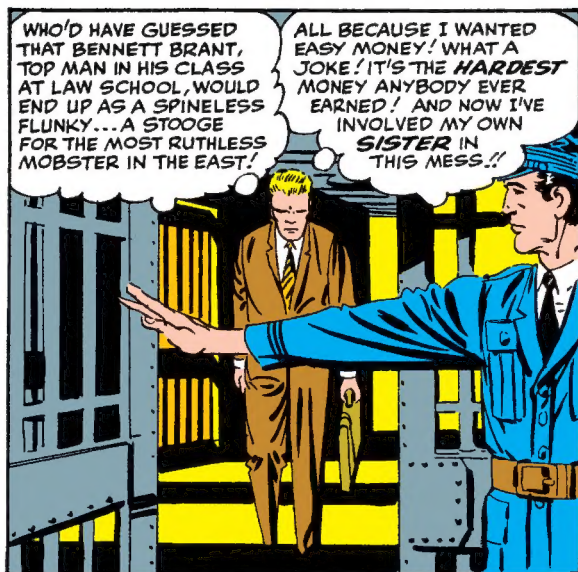




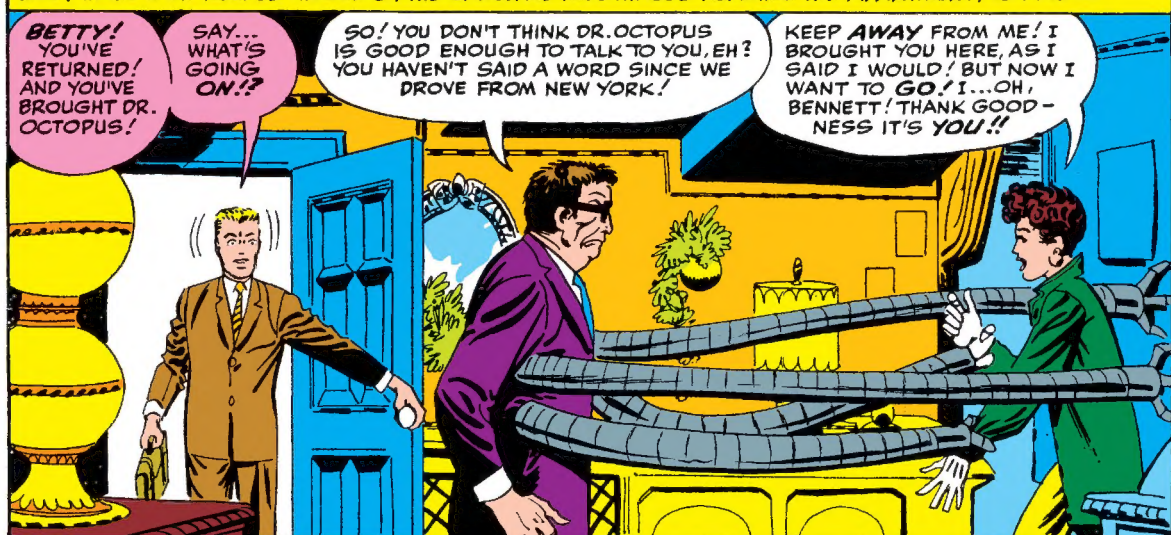








LOST IN HIS OWN RUEFUL THOUGHTS, THE GANGLAND MOUTHPIECE REACHES HIS APARTMENT, TO FIND...









CHANGING BACK TO HIS PETER PARKER IDENTITY, SO THAT HE CAN SEARCH THE NEIGHBORHOOD WITHOUT ATTRACTING ATTENTION, HE FINALLY FINDS ...

BETTY! THEN... IT WAS YOU...!

I'VE FOUND YOU AT LAST!

PETER! YOU'VE BEEN SEARCHING FOR ME?? I NEVER DREAMT...!!

BUT I COULDN'T LET YOU JUST WALK OUT OF MY LIFE! YOU... YOU MEAN TOO MUCH TO ME!!

OH, PETER... WHAT A FOOL I WAS! I SHOULD HAVE CONFIDED IN YOU, I SHOULD HAVE TOLD YOU EVERYTHING, RIGHT AT THE START!! I... I NEED YOU, PETER! I DON'T KNOW WHERE TO TURN!

AND THEN, HER TREMBLING VOICE CHOKED WITH EMOTION, BETTY TELLS THE BOY SHE LOVES ALL ABOUT HER BROTHER, BLACKIE GAXTON, AND DR. OCTOPUS!

SO I JUST HAD TO DRIVE DR. OCTOPUS HERE, PETER! IT WAS THE ONLY WAY TO KEEP MY BROTHER SAFE FROM BLACKIE'S GANG! I-I WAS ASHAMED TO TELL YOU BEFORE... TO TELL YOU MY BROTHER IS A LAWYER FOR A DANGEROUS MOBSTER!

BUT YOU CAN'T BE BLAMED FOR THAT, BETTY! YOU'VE DONE ALL YOU COULD! I'M GLAD YOU TOLD ME... BECAUSE I HAVE SOME GOOD NEWS FOR YOU!

I JUST LEARNED THAT SPIDER-MAN IS IN PHILLY... TO KEEP TABS ON DR. OCTOPUS! I'M SURE THAT WE WON'T HAVE TO WORRY ABOUT OCTOPUS OR BLACKIE GAXTON WITH SPIDER-MAN AROUND!

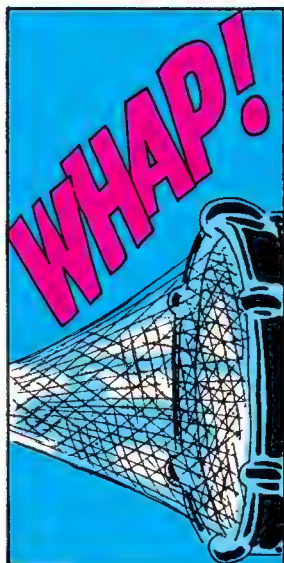
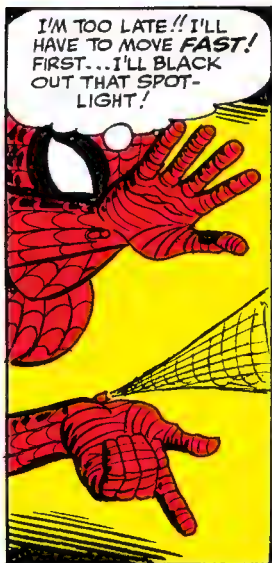
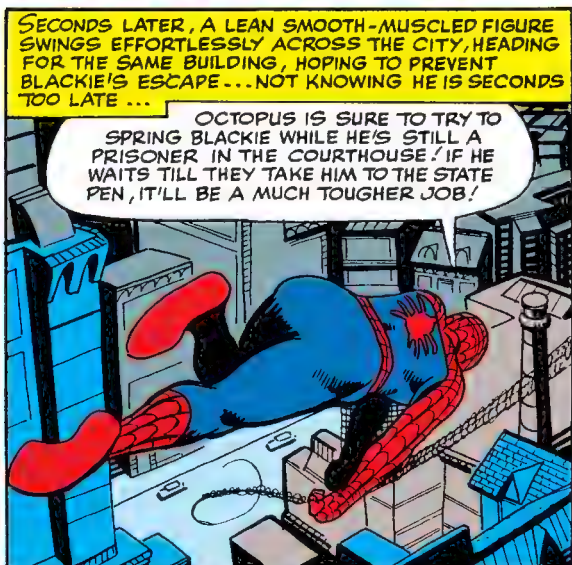
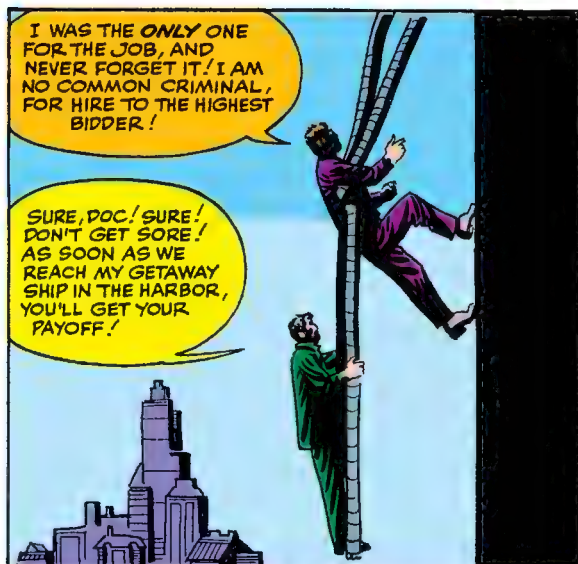
I'VE JUST DECIDED! I CAN'T KEEP IT FROM HER ANY LONGER! ONCE WE'RE BACK IN NEW YORK, I'M GONNA TELL BETTY THAT I AM SPIDER-MAN!

BUT, SOMETIMES FATE HAS OTHER PLANS! FOR, ON THE OTHER SIDE OF TOWN, A STRANGE MENACING FORM SWINGS FROM ROOF TO ROOF ON A SINISTER MISSION...

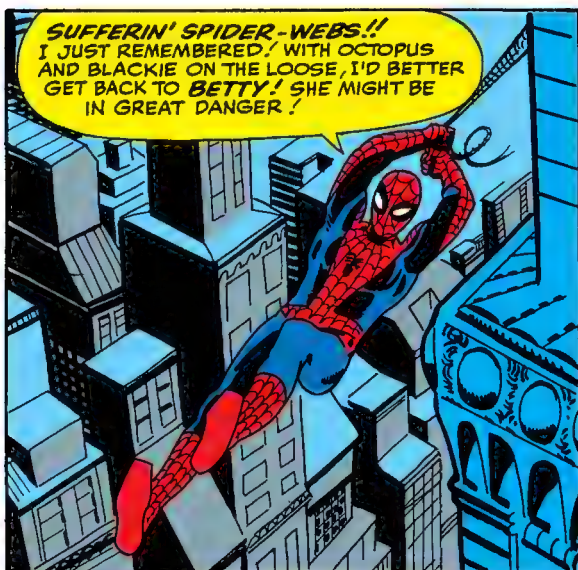
THIS TASK WILL BE CHILD'S PLAY FOR DOCTOR OCTOPUS!!

AS SOON AS I COLLECT THE HUNDRED THOUSAND DOLLARS WHICH BLACKIE WILL PAY ME FOR THIS JOB, I'LL HAVE THE STAKE I NEED TO MAKE MYSELF THE KING OF CRIME!









**SUFFERIN' SPIDER-WEBS!!**  
I JUST REMEMBERED! WITH OCTOPUS  
AND BLACKIE ON THE LOOSE, I'D BETTER  
GET BACK TO BETTY! SHE MIGHT BE  
IN GREAT DANGER!



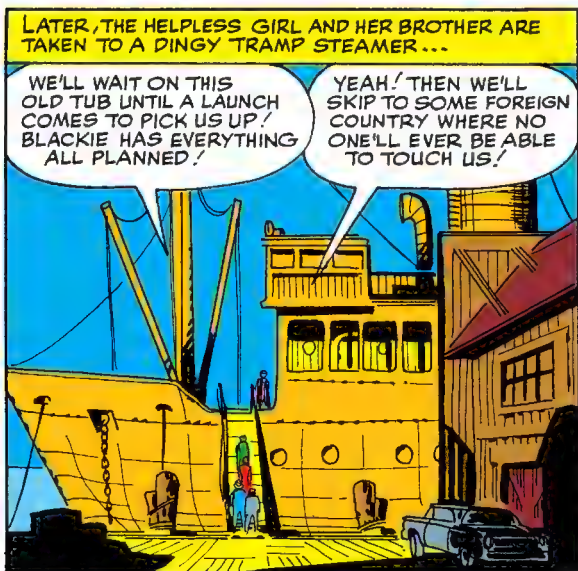
BUT ONCE AGAIN, A CAPRICIOUS FATE HAS MADE THE  
TEEN-AGE CRUSADER MINUTES TOO LATE! FOR,  
BEFORE SPIDER-MAN CAN REACH HIS GOAL...

**C'MON, MOVE!** BLACKIE WANTS  
US TO BRING YOU  
BOTH TO HIS  
GETAWAY SHIP!

**BUT WHY??**  
WE'VE DONE  
WHAT HE WANTED!  
WHY DOESN'T HE  
LET US GO ???

I WAS A  
FOOL! I  
SHOULD  
HAVE KNOWN  
HE'D NEVER  
LET US GO!

YOU  
CAN  
SAY  
THAT  
AGAIN,  
MOUTH-  
PIECE!



LATER, THE HELPLESS GIRL AND HER BROTHER ARE  
TAKEN TO A DINGY TRAMP STEAMER...

WE'LL WAIT ON THIS  
OLD TUB UNTIL A LAUNCH  
COMES TO PICK US UP!  
BLACKIE HAS EVERYTHING  
ALL PLANNED!

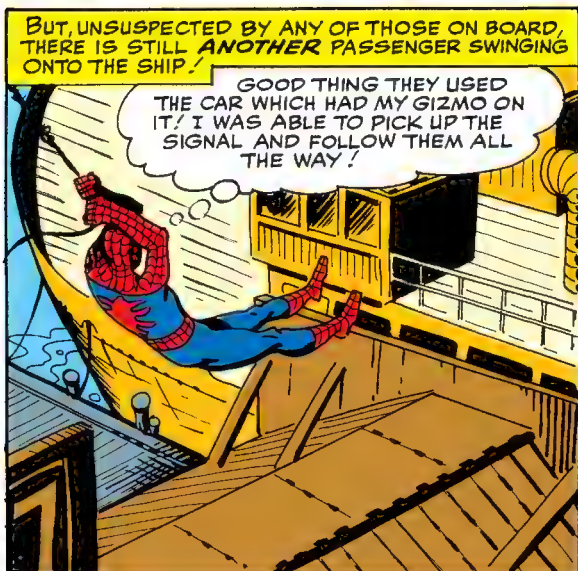
YEAH! THEN WE'LL  
SKIP TO SOME FOREIGN  
COUNTRY WHERE NO  
ONE'LL EVER BE ABLE  
TO TOUCH US!



AND THEN, THE FINAL TWO PASSENGERS COME  
ABOARD...

KEEP MOVING,  
GAXTON! I'M NOT  
LETTING YOU OUT  
OF MY SIGHT TILL  
I GET MY HUNDRED  
GRAND!

IT'S ABOARD THIS  
SHIP! YOU'LL GET  
IT...DON'T WORRY!



BUT, UNSUSPECTED BY ANY OF THOSE ON BOARD,  
THERE IS STILL **ANOTHER** PASSENGER SWINGING  
ONTO THE SHIP!

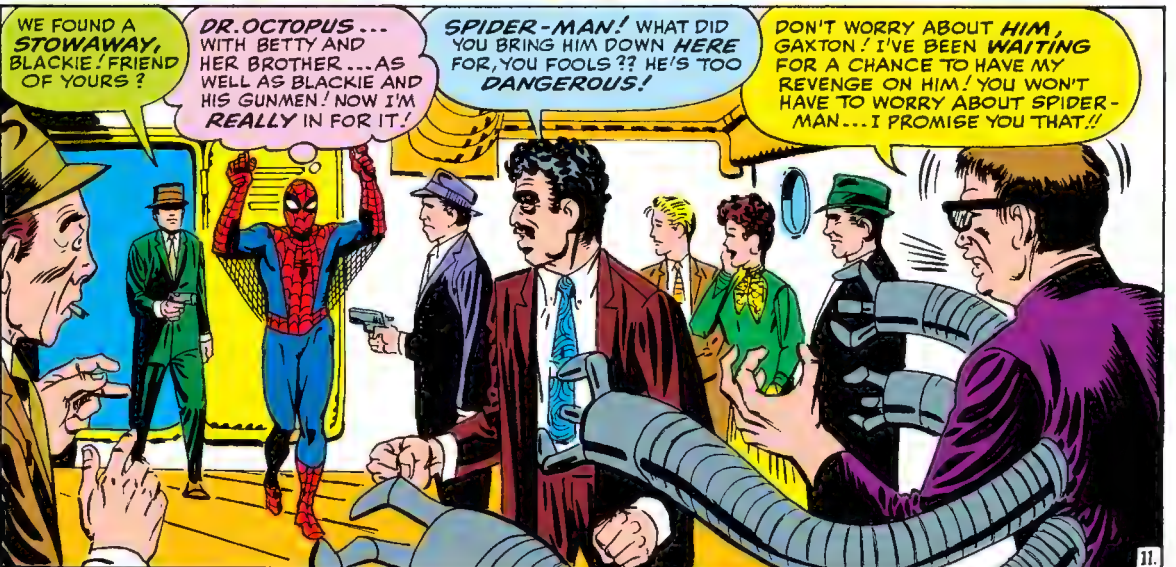
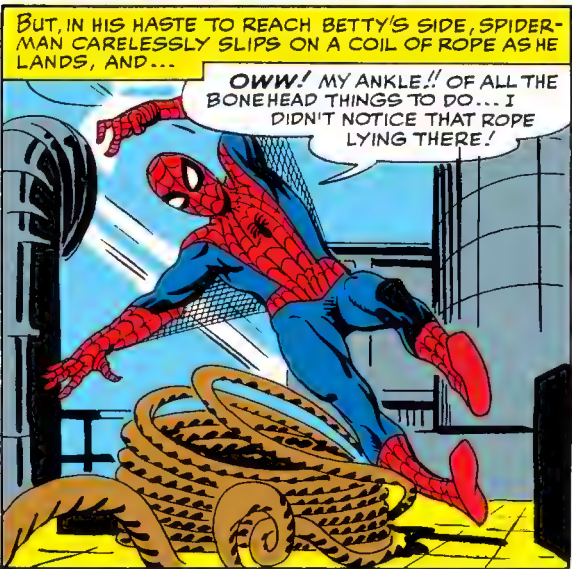
GOOD THING THEY USED  
THE CAR WHICH HAD MY GIZMO ON  
IT! I WAS ABLE TO PICK UP THE  
SIGNAL AND FOLLOW THEM ALL  
THE WAY!



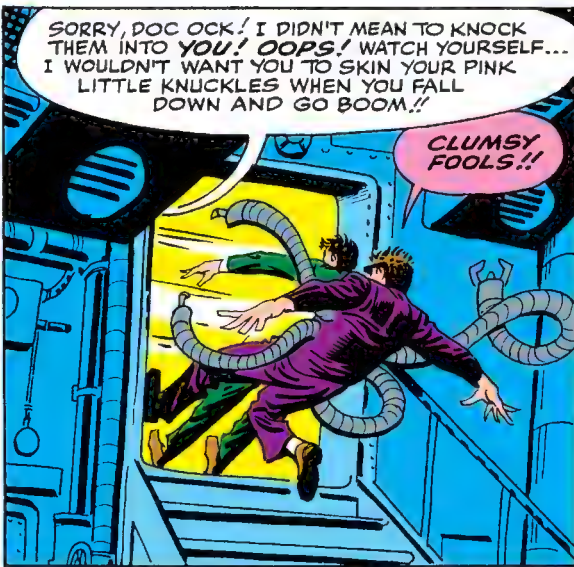
MEANTIME ... YOU CAN'T **DO** THIS, BLACKIE!  
I'VE DONE EVERYTHING YOU  
ASKED! YOU'RE FREE NOW, JUST AS YOU  
WANTED TO BE, SO MY DEBT IS CANCELLED!  
YOU'VE **GOT** TO LET US GO!

I DO,  
HUH?

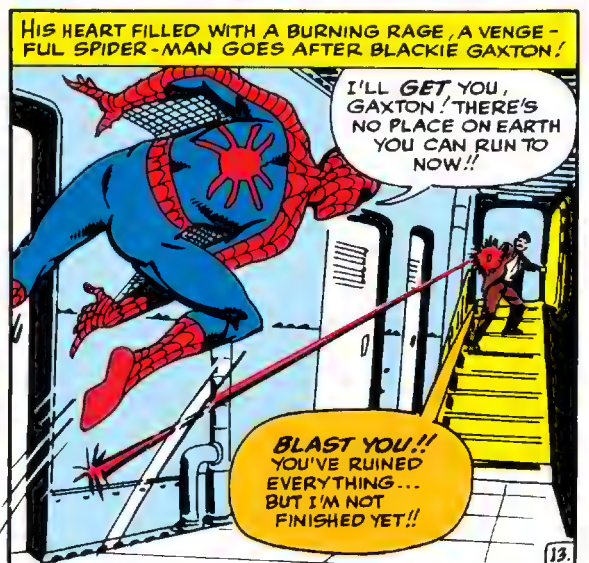
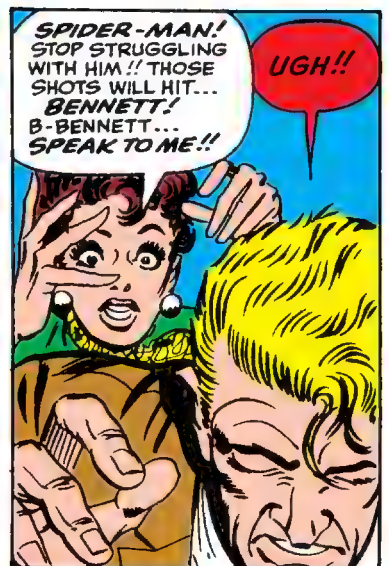




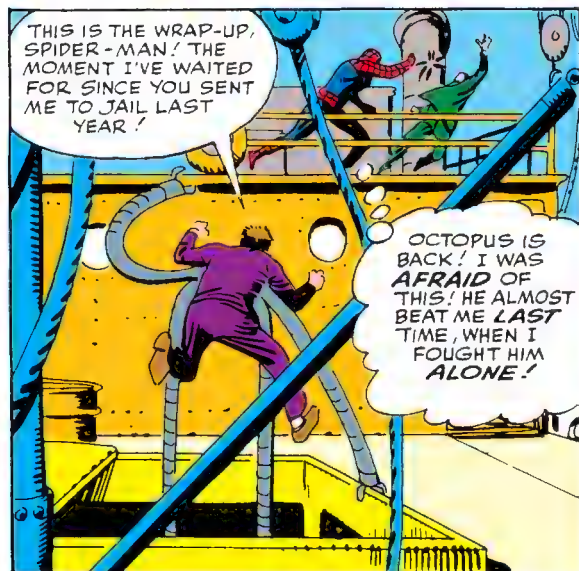
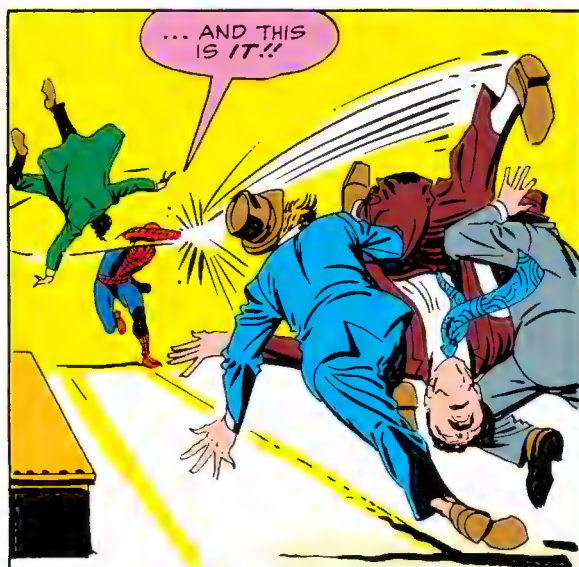




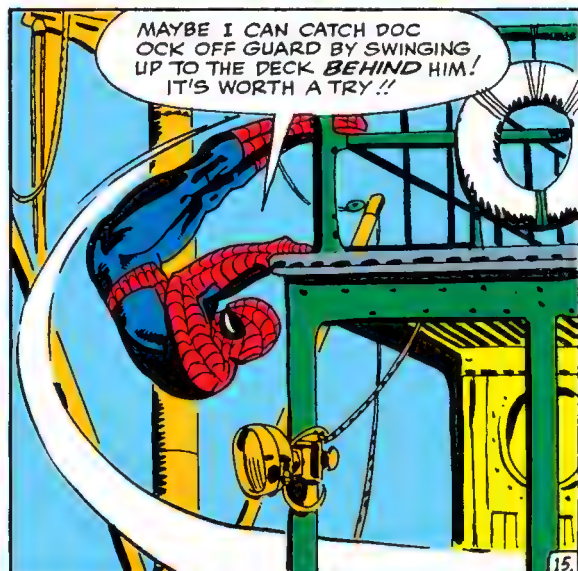
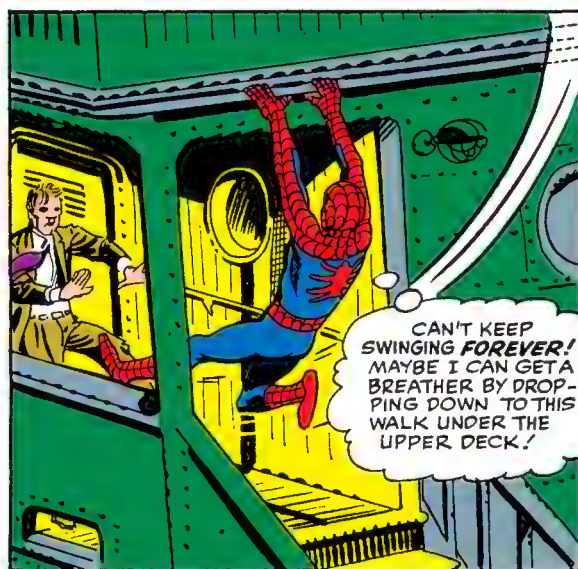
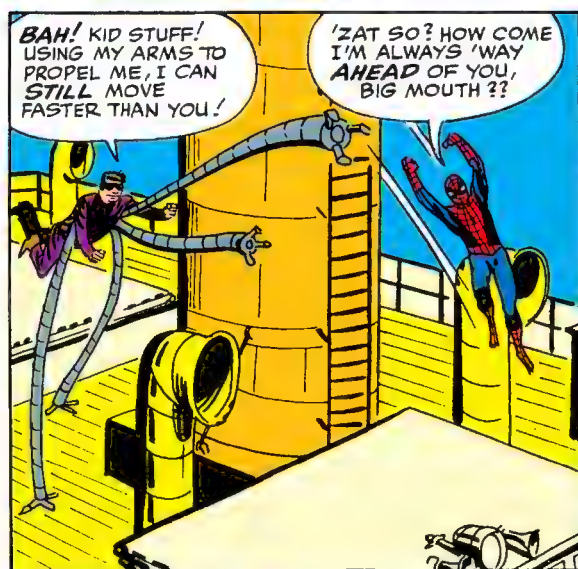
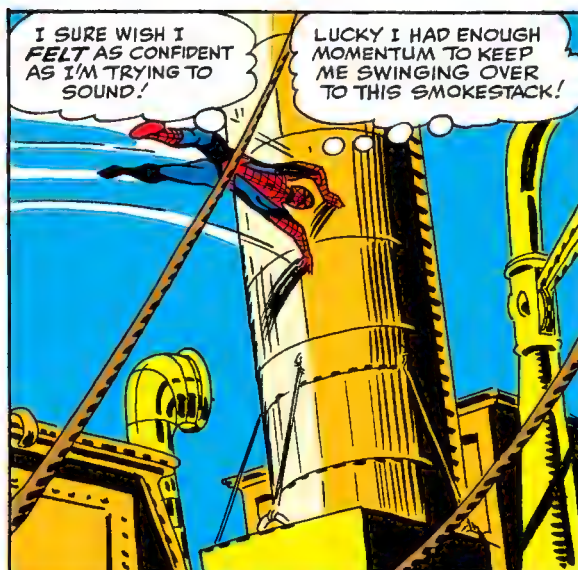




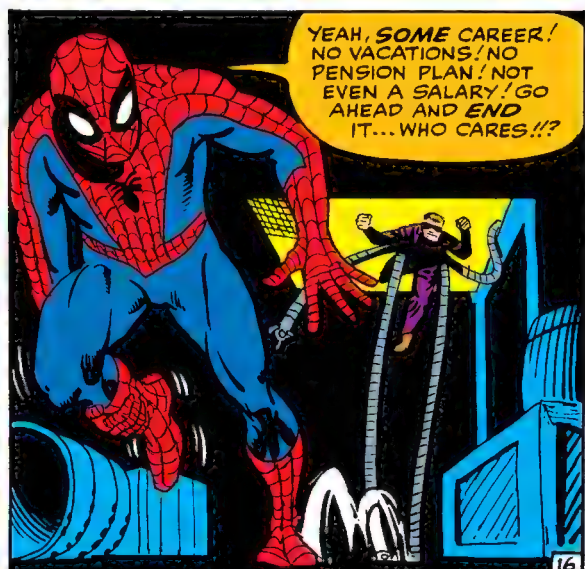
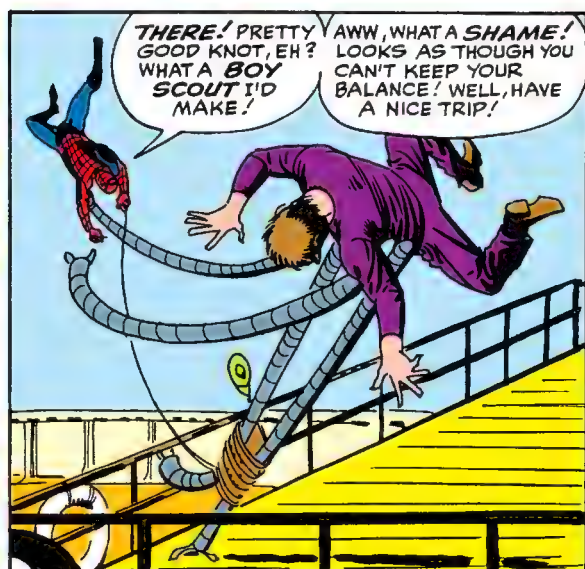
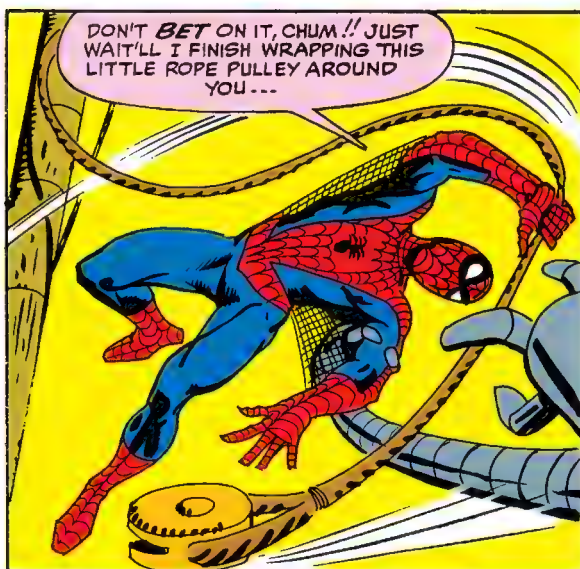
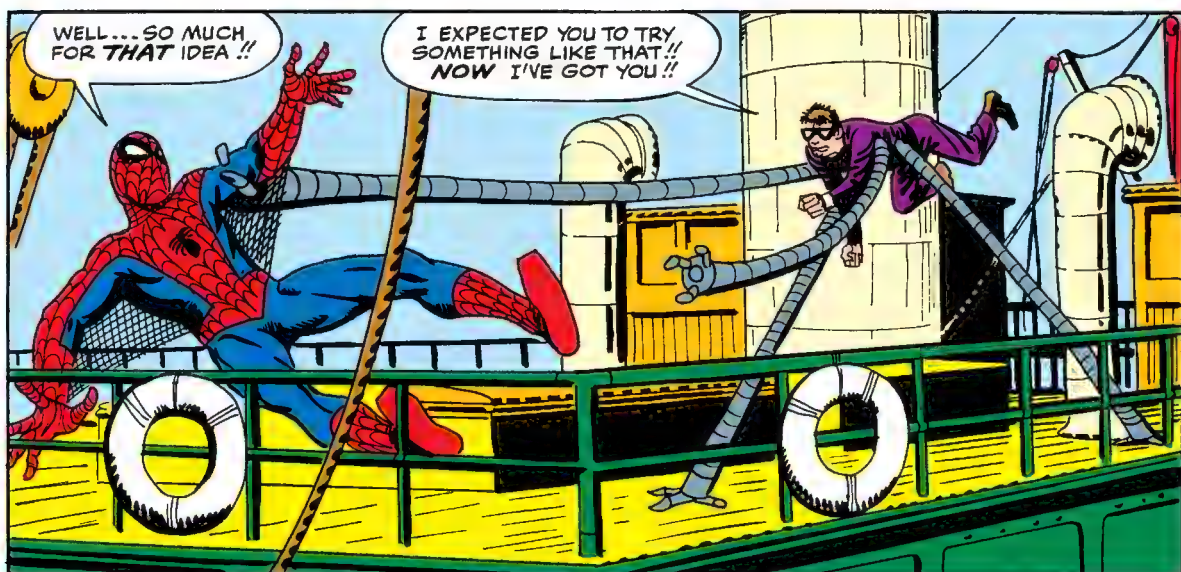




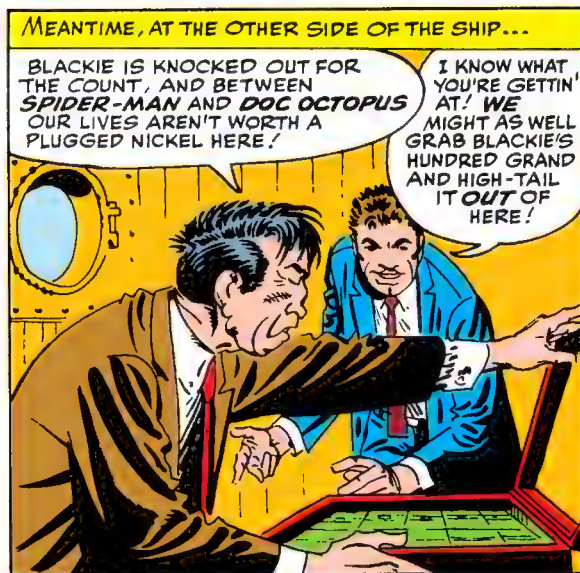
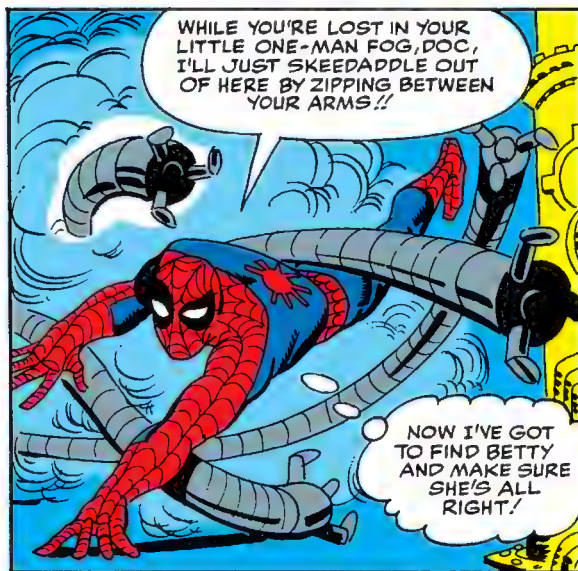
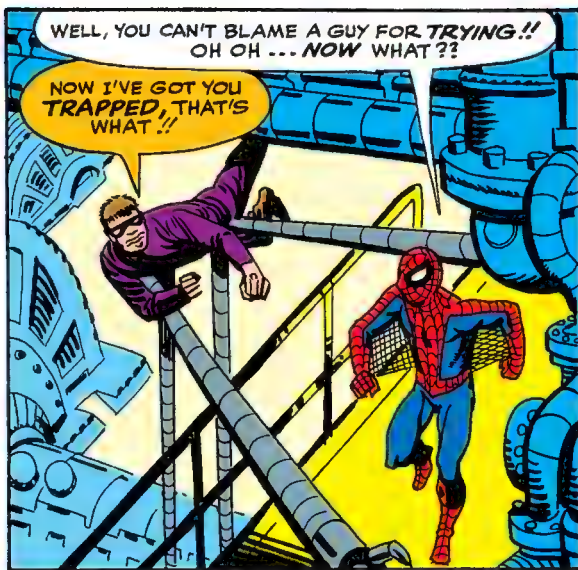
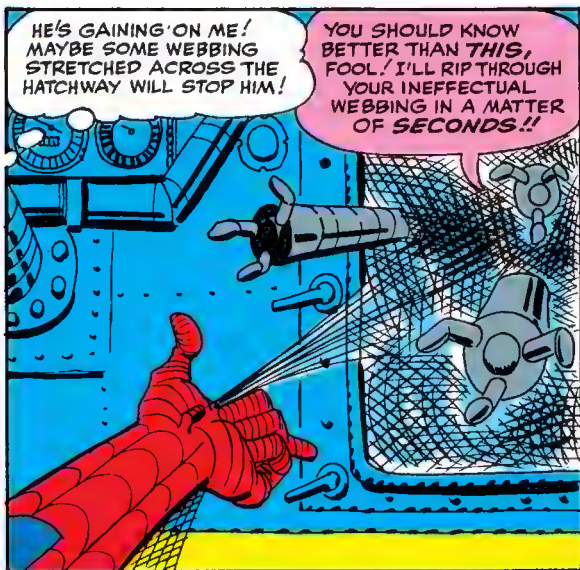




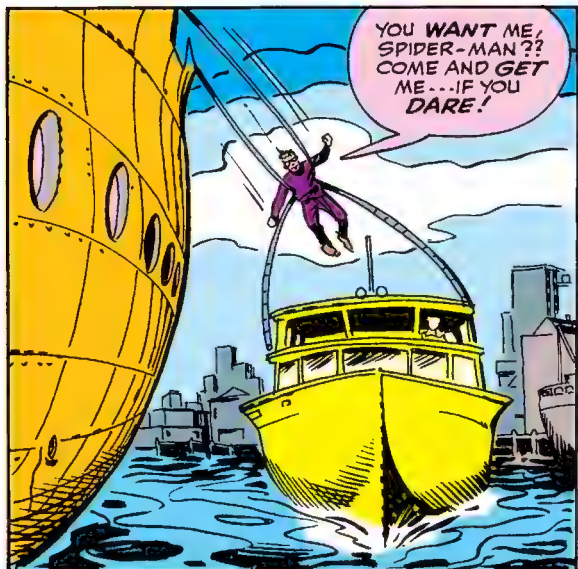




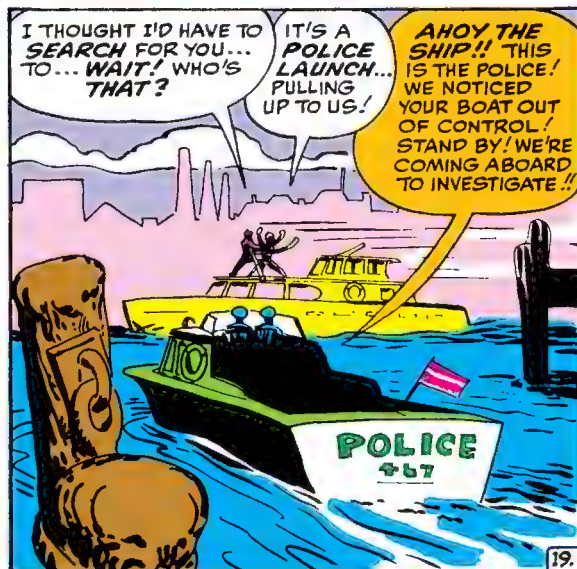
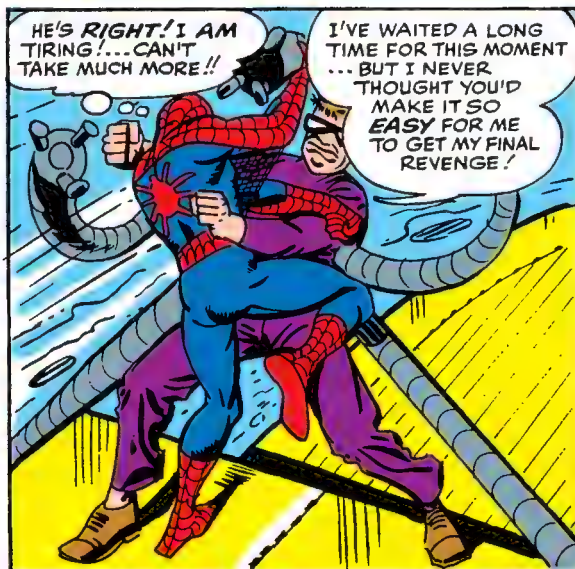
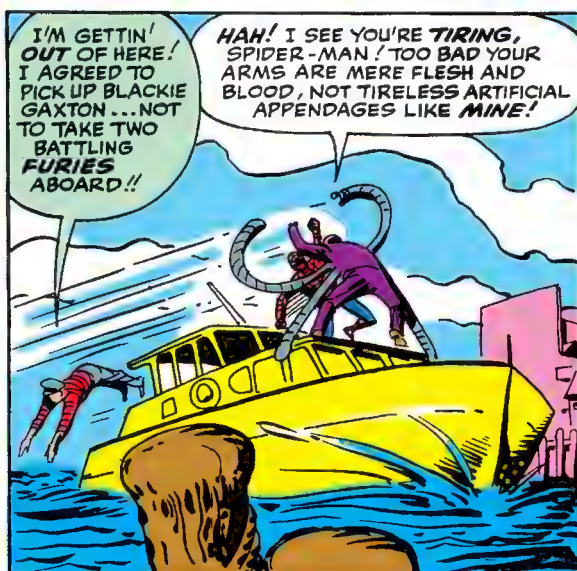
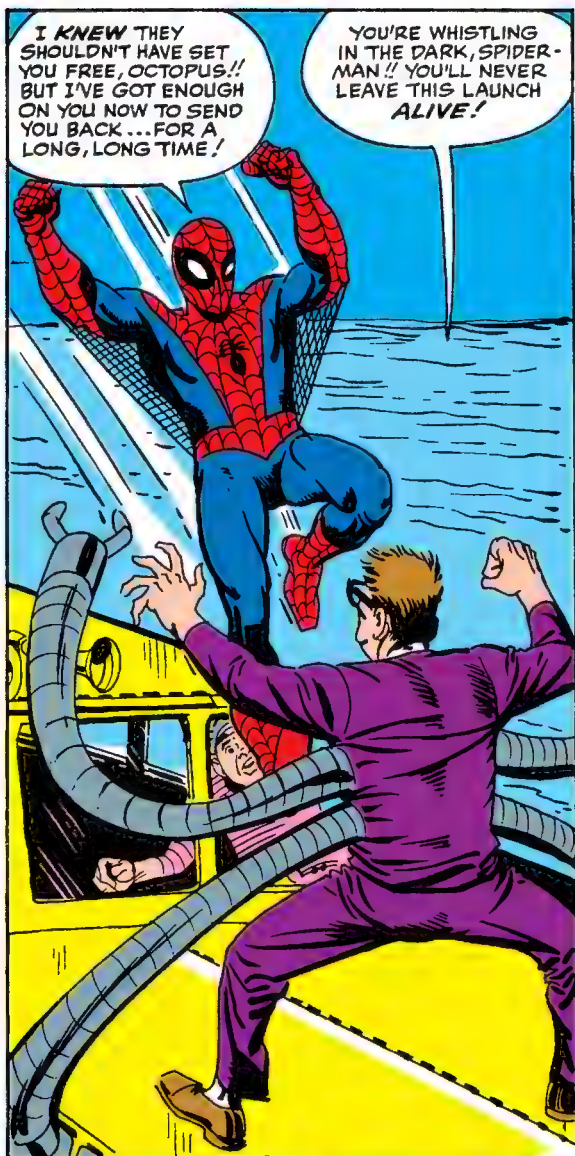










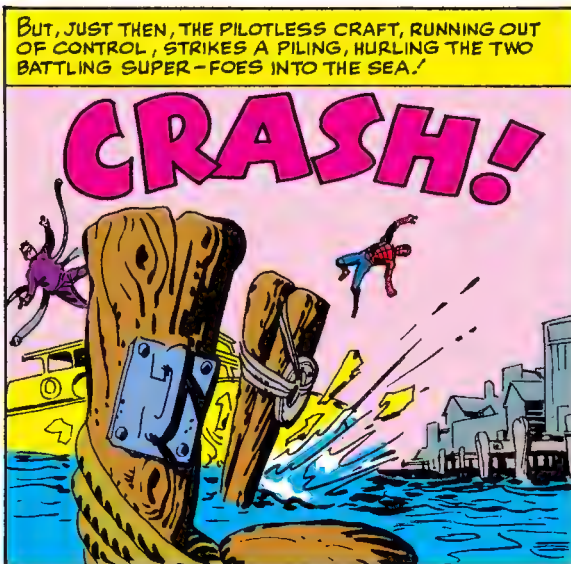






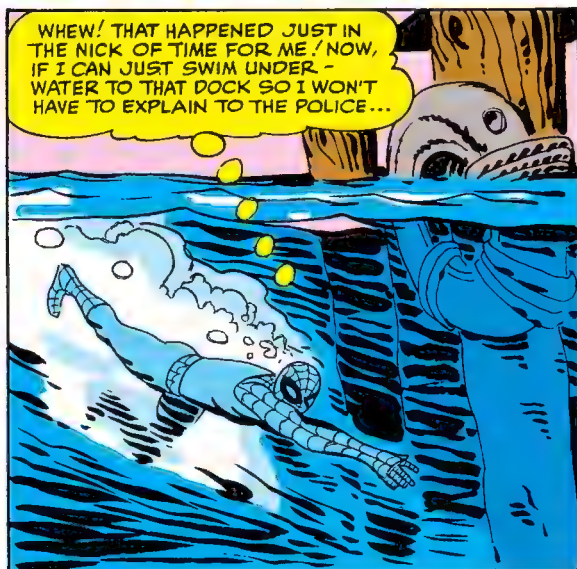
ONLY SECONDS TILL THEY GET HERE! GOT TO STOP OCTOPUS BEFORE THEN!

I'LL **STILL** HAVE TIME TO DESTROY **YOU** BEFORE THEY LAND!! AND THEN I'LL MAKE MY ESCAPE!!

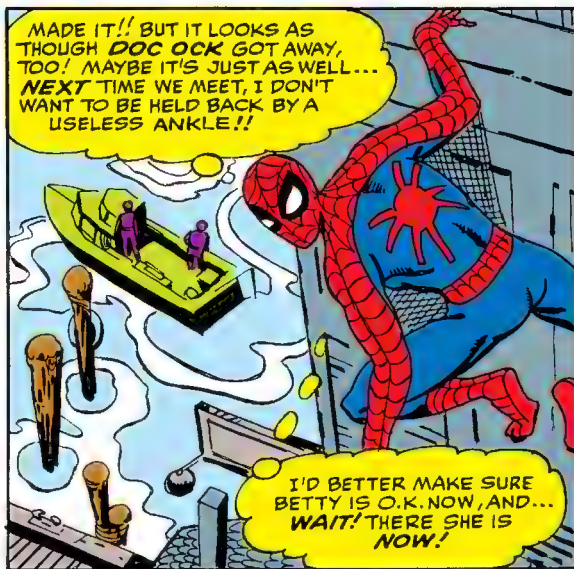


BUT, JUST THEN, THE PILOTLESS CRAFT, RUNNING OUT OF CONTROL, STRIKES A PILING, HURLING THE TWO BATTLING SUPER-FOES INTO THE SEA!

# CRASH!



WHEW! THAT HAPPENED JUST IN THE NICK OF TIME FOR ME! NOW, IF I CAN JUST SWIM UNDER- WATER TO THAT DOCK SO I WON'T HAVE TO EXPLAIN TO THE POLICE...



MADE IT!! BUT IT LOOKS AS THOUGH **DOC OCK** GOT AWAY, TOO! MAYBE IT'S JUST AS WELL... **NEXT TIME** WE MEET, I DON'T WANT TO BE HELD BACK BY A USELESS ANKLE!!

I'D BETTER MAKE SURE BETTY IS O.K. NOW, AND... **WAIT!** THERE SHE IS **NOW!**



DON'T WORRY, MISS BRANT! WE'VE GOT EVERYTHING UNDER CONTROL! YOU'RE OUT OF DANGER NOW!

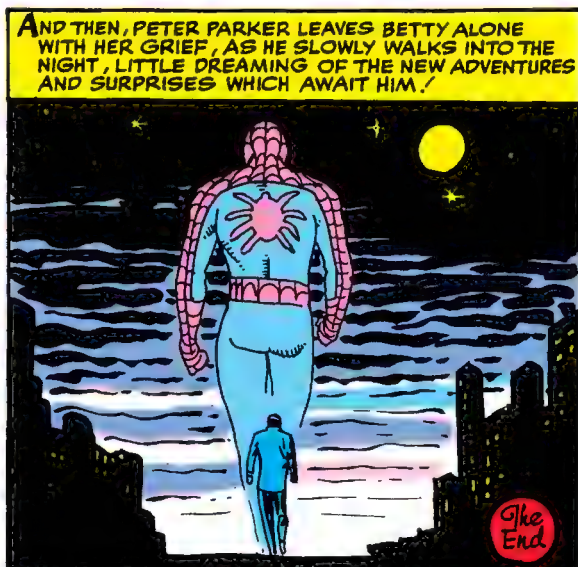
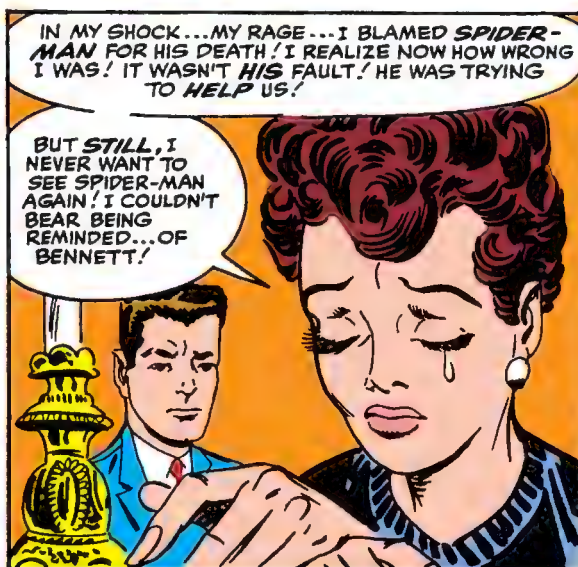
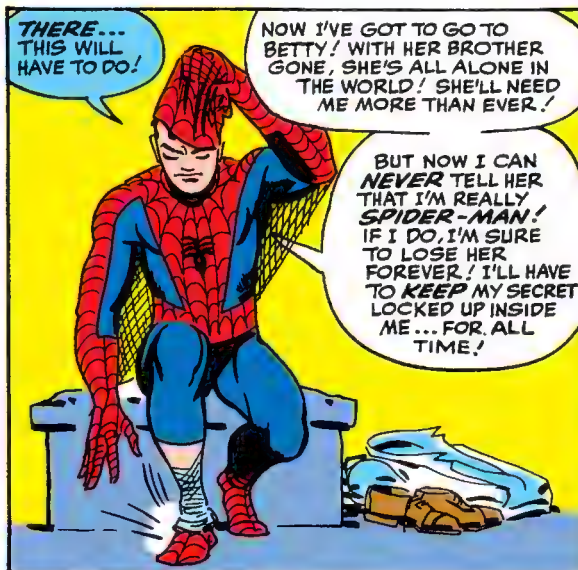
WHEN WE REVIVED BLACKIE, HE ADMITTED **YOU** WERE JUST AN INNOCENT PAWN IN HIS JAILBREAK SCHEME! YOU'RE IN THE CLEAR NOW!

BUT MY BROTHER... IF ONLY... IF ONLY **HE** WERE STILL ALIVE! BUT IT'S TOO LATE!!

THE POLICE HAVE EVERYTHING IN HAND! AND BETTY'S OKAY... EXCEPT FOR HER SORROW AT WHAT HAPPENED TO HER BROTHER!

WE ROUNDED UP ALL OF THEM, CHIEF, EXCEPT DOCTOR OCTOPUS! LOOKS AS THOUGH HE MADE A CLEAN GETAWAY! AND THERE'S NO TRACE OF **SPIDER-MAN**, EITHER, EVEN THOUGH ALL THOSE PUNKS CLAIM **HE'S** THE ONE WHO BEAT THEM!









# SPIDER'S WEB

Please address  
your letters to:  
**THE SPIDER'S WEB**  
Third Floor  
655 Madison Ave.  
New York 21, N. Y.

Dear Stan and Steve,

In all my days of comic buying, I have never beheld a finer edition of any comic than SPIDER-MAN #8. Wow, what a way to kick off the 1964 season of comics. I can say that if all the rest of your different publications are at least half as good in story, plot, art and quality as this issue, then you can call all your mags what you call the FF... the greatest comic magazines in the world! What a list of surprises you've dumped on us poor unsuspecting fans. First we see Spider-Man battle a menace with no heart, feelings, or sense of justice. Just one mass of walking brain. You go on to present that classic event... the inevitable fight between Flash Thompson and Peter Parker. And while he didn't give his secret identity away, he still had the satisfaction of having beaten Flash. The way this was presented was brainpower... one thing that your company is famous for. But do you stop here? No! You go on with yet another shocker... another classic meeting between our hero and the Torch. Well, if this isn't the best issue you can come up with, I surely don't know what is. But as we all know, this issue is just another average example of why the MARVEL AGE OF COMICS is here!

Paul Feola  
1050 Waverly Ave.  
San Antonio 1, Texas

*Paul, you took the words right out of our mouths!*

Dear Stan and Steve,

I just bought SPIDER-MAN #7 and I find it greater than ever! My Mom and Dad do not approve of most comics sold today, but they heartily approve of all of your comics. Did you ever consider putting Spider-Man in the AVENGERS book?

Richy Mastro  
329 Hamilton St  
Bound Brook, N. J.

*Sure! In fact, we've considered putting him everywhere from MODELING WITH MILLIE to THE BOOK OF KNOWLEDGE!*

Dear Stan and Steve,

How do you do it? I have just finished reading the latest SPIDER-MAN and I am puzzled. You guys keep going great. I have read every issue of SPIDER-MAN except #1 and this tops them all. It was absolutely great! The art has never been better; the plot of the story was one of the best I have ever read. How Stan thinks of a different plot for every story is beyond me.

Jeff Brenner  
8648 Balboa Drive  
Cincinnati 31, Ohio

*You say that Stan makes up these plots?? Good heavens! He almost had us convinced the stories were TRUE!*

Dear Stan and Steve,

THE AMAZING SPIDER-MAN #8 was certainly a change (for the worse.) The whole story takes place in a school and I do not think that is fair, for the artist cannot show his talent. When I first saw Steve Ditko's art I did not like it, but now I think it's pretty good. But I still like Jack Kirby's art the best. The cover of SPIDER-MAN #8 was poorly done (but it was better than I could do!). The yellow color made it look cheap. I think the insignia of

Spider-Man at the top of the cover should show him standing. In my last letter to you I asked you if you would print my letter saying I wanted to start a Spider-Man Fan Club. In a nice round-about way you said "no" (but nicely). But I still want to start a club! I liked the F.F. #22 very much. I also liked the Invisible Girl's newly discovered powers. I would like to see the F.F. travel in time again soon (like they did in #19). TALES OF SUSPENSE #40 was pretty good, but I would like to see your heroes fighting villains—not themselves! JOURNEY INTO MYSTERY #99 was good. But when Mr. Hyde pushed Dr. Blake out of the window and he stamped his hammer on the building wall, didn't anybody see him change into Thor? I do not like the two-part stories you have started publishing. If I wanted a continuous story, I would read the comics in the paper—for free! I do not like the Tales of Asgard. I cannot understand anything that is going on!

Joseph Shea  
114 Arbour Lane  
Buffalo 20, N. Y.

*So what else is new?*

Dear Stan and Steve,

The cover of #8 showed Ditko at his best with superb inking on Spider-Man. This cover is sure to sell extra copies. Action covers modified by sidelighted features are always good. I knew it was going to be excellent when I saw the ad in one of your other mags. The first story was Stan's best-written so far and Ditko was also above par. All the little trick surprises helped loads. Spider-Man's tackling the Human Torch was also good, though not as well planned as the other. In this second story, Spider-Man acted a little snobbish and somewhat of a fink. Don't get me wrong, I like all this "realistic" personality biz, but it can get out of hand if over-exaggerated. Spider-Man is in for trouble if he intends to date Sue. What with Namor, Reed and Parker dating her, or at least considering her a better-than-average friend, there's bound to be a rumble sooner or later (idea!). Glad to see you decided to keep the Spider's Web around. Every top-notch super-hero needs one. Each issue of SPIDER-MAN tops the last! Dr. Strange, in STRANGE TALES, was above average this ish. Ditko at his best. The story came closer to giving me a weird feeling than any other S-F story has in years. I've been reading comics for about 10 years now and it takes a pretty good story to get a good rise from me. Your recent Doc Strange and Spider-Man did this. When I read Spider-Man it seems like I can't get to the next panel fast enough. It's so exciting that it's impossible to read slowly!

Dan Fleming  
430 Beach St.  
Ottawa, Kansas

*Good! The faster you read it, the sooner you'll be ready to buy another Marvel mag!*

Dear Stan and Steve,

I like the way you put two stories in one mag in your last issue of SPIDER-MAN — #8!

Harlan Reckner  
150 Hickory Rd.  
Akron 13, Ohio

*What do the rest of you web-spinners say? More issues with two stories, or keep the one book-lengthier each month?*

CONTINUED...



Dear Stan and Steve,

Your issue #8 of the AMAZING SPIDER-MAN was simply priceless. I liked the part where Peter decked Flash. The ending to the second tale was very heartwarming. Yes, I would like to see similar issues appear from time to time. But you made a mistake in the Special Announcements section of the Amazing Spider-Man. You said that Iron Man, the Angel, the F.F., and Spider-Man are in issue #49 of TALES OF SUSPENSE. It should have been Iron Man, the Angel, the X-Men and the Avengers.

John F. Lebar  
305 N. Jordan St.  
Allentown, Pa.

*Our apologies, Johnny boy. We've got so many characters to keep track of that we must be getting groggy! But, we'll be more careful with names from now on, Joe—we mean, Tom—no—John!*

Dear Stan and Steve,

Can't you fellas do anything normal? SPIDER-MAN #7 is a wonderful example! Usually a sequel story's not supposed to be as good as the original, but "The Return of the Vulture" has surpassed the original as well as #s 3 through 6! As for this idea of Spider-Man's speaking spider lingo—don't do it! In the past 25 years or so, comics, science-fiction, and pulp magazines have hurled a horde of "something" controlling enemies of evil. Plants, cats, birds, fish, insects, mammals, and animals have all served as foils and stooges for various emirs of justice and freedom. In your comics, let Namor and Henry Pym talk to lower forms of life, (fish and ants) — but keep Spider-Man away from spiders! Don't try to cheapen Spider-Man just to appease, what I believe is, a very small minority.

Leonard J. Tirado  
182½ Regent St.  
Saratoga, N. Y.

*Don't be silly, Len! Nobody can talk to spiders! Next, you'll be suggesting that Spider-Man swings thru the city by shooting out a web!*

Dear Stan and Steve,

I think that the first and second issue of the Vulture were the best ones out yet. I have a suggestion to make. I think that you should write an issue with a Spider-Man Jr. in it. If you did, I think that it would be an exciting issue. I'm looking forward to your next issue.

Gunter Nautsch  
676 Crawford Place  
Peterborough, Ontario  
Canada

*Holy smoke, fella — at least let Pete get married first!*

Dear Stan and Steve,

I'm glad that you finally let Peter give it to Flash in ish #8! The whole story was great — the way you had Spider-Man's identity threatened, the fight, the way the kids called Pete unfair, and especially the end. That was really a clever switch having the kids thinking Flash is Spider-Man. I'm glad he didn't brag that he was. Now get set. You ruined him in the other story. Aren't you getting Spider-Man and Torch mixed up? The party-crashing was what I'd expect from Torch. When you started, Spider-Man was nice and friendly. Now he acts too much like the Torch. You should keep him like he was. I think he should want to make friends with the Torch. Also, that web-heart at the end for Sue — really now, wasn't that silly! At least Torch sticks to flirting with girls his own age. Sue is too old for him, and how old is Jameson's secretary? Well, anyway, your good points still outnumber your bad ones in my book. You'll be hearing from me again soon.

Christine Cassello  
8017 S. Muskegon  
Chicago, Ill.

*Thanks for the warning!*

Dear Stan and Steve,

The Ditko art for years has been my favorite type of illustration. (The flat out-of-shape feet, the oversized glasses, and the unfilled-in ears.) This weird style that I

like above any artist makes him appear young. By his drawings I can imagine how he looks. He no doubt is rather thin and wears glasses. I'd like to see how close I came!

Ken Landgraf, Jr.  
1405 Geele Ave.  
Sheboygan, Wisc.

*Fairly close, Ken — but just between us, what's so unusual about flat, out-of-shape feet, oversized glasses, or unfilled-in ears?*



#### SPECIAL ANNOUNCEMENTS SECTION:

- We've got a surprise for you! Every so often we like to introduce a brand-new mag unexpectedly, without the usual fanfare! We do this when we feel that the new title is so terrific that it needs no previous ballyhoo! And so we proudly announce, for the first time, a great new super-hero whose off-beat exploits will hit the stands very soon (Feb. 4th, to be exact)! His name is DAREDEVIL, and we believe he will have the same human appeal that Spider-Man has! See if you don't agree! Written by the ol' master, Stan Lee, and drawn by the man who created Sub-Mariner in the Golden Age of Comics — Bill Everett! DAREDEVIL, on sale everywhere — Feb. 4th! Now, back to the usual biz —
- Have you seen the latest ish of FANTASTIC FOUR yet? It features the precedent-shattering battle between THE THING and THE INCREDIBLE HULK! The demand for this one is sure to be heavy, as the word has gotten around that Jack "Action-King" Kirby really let himself go with the epic battle scenes! The whole Marvel bullpen is proud of FF #25, and we feel we can truthfully say that you've never before seen anything like it!
- For those of you who have thrilled to the meetings between Spider-Man and the Human Torch, we have another treat in store. STRANGE TALES #120 (on sale Feb. 11), features the first meeting between the Torch and one of the X-MEN's most popular characters — the frozen ICEMAN! This one's a beaut!
- And for two of the most thrilling new super-villains you've ever seen, don't dare miss JOURNEY INTO MYSTERY #103 (at your stands Feb. 4), which has mighty THOR menaced by the ENCHANTRESS and the startling EXECUTIONER!
- Seen SGT. FURY #6?? (It's on sale now.) Besides the usual battle action, this story introduces one of the most daring new themes ever presented in a comic mag — as timely and provocative as today's headlines! We don't want to spoil your enjoyment by tipping it off in this column, but a 12¢ investment at your dealers will put you in the know! Dig?
- And now — what you've been waiting for! A hint of next month's SPIDER-MAN thriller! Wait'll you see it! Spider-Man actually gets UNMASKED — his identity revealed to J. Jonah Jameson — Betty Brant — the police — everyone! No, it's not an imaginary tale, or a dream episode! It happens! But wait'll you see the twist! And, as if that isn't enough, Doc Ock returns — more dangerous than ever! We won't say any more because as you know — we hate to brag! So, till we meet again, keep healthy, keep happy, keep watching for "National Be Kind To Spiders Week!"





# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

MARVEL  
COMICS  
GROUP 12¢

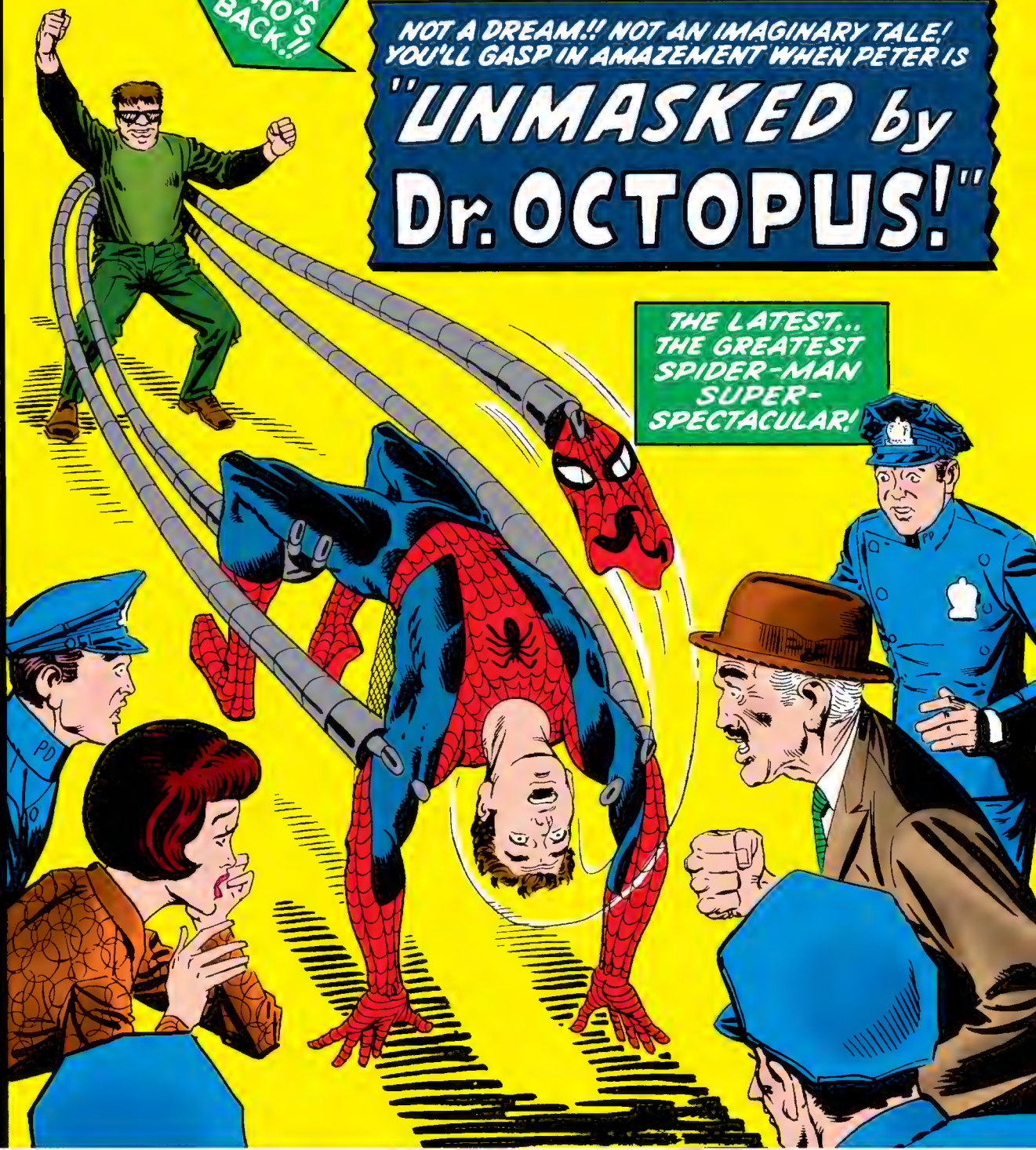
12  
MAY

LOOK  
WHO'S  
BACK!!

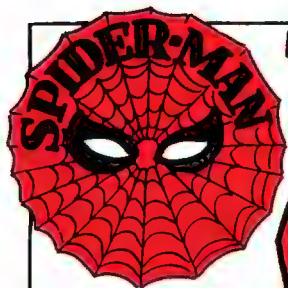
NOT A DREAM!! NOT AN IMAGINARY TALE!  
YOU'LL GASP IN AMAZEMENT WHEN PETER IS

**"UNMASKED by  
Dr. OCTOPUS!"**

THE LATEST...  
THE GREATEST  
SPIDER-MAN  
SUPER-  
SPECTACULAR!



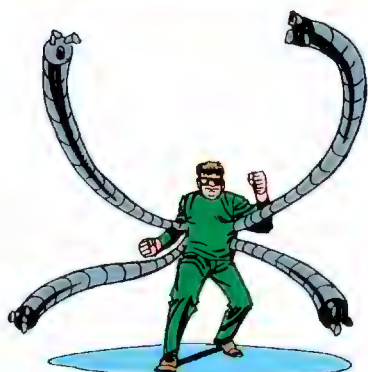




# "UNMASKED BY Dr. OCTOPUS!"

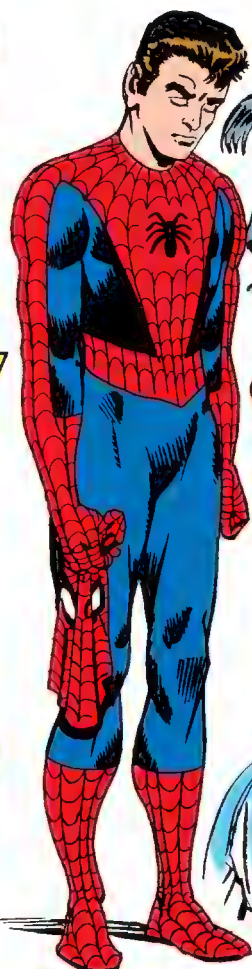
1 TAKE ONE OF THE MOST POWERFUL SUPER-VILLAINS OF ALL TIME...

2 ...ADD A SPINE-TINGLING ASSORTMENT OF WILD BEASTS ON THE RAMPAGE...



3 ...MIX WELL WITH OUR USUAL CAST OF OFF-BEAT CHARACTERS...

4 ...AND TOP IT OFF WITH THE EXPOSE OF SPIDER-MAN! WHO COULD ASK FOR ANYTHING MORE??!



YES INDEED, FAITHFUL FRIEND! STAN AND STEVE PULLED OUT ALL THE STOPS TO MAKE THIS ONE OF THE MOST MEMORABLE OF OL' SPIDEY'S EPIC ADVENTURES!

NOW AFTER THEY WENT TO ALL THAT TROUBLE, THE LEAST YOU CAN DO IS READ IT, ENJOY IT, AND RAVE ABOUT IT! AND, Y'KNOW SOMETHING? WE HAVE A HUNCH YOU *WILL*!

WRITTEN IN THE WHITE HEAT OF INSPIRATION BY: **STAN LEE**

DRAWN IN A WILD FRENZY OF ENTHUSIASM BY: **STEVE DITKO**

LETTERED IN A COMFORTABLE ROOM BY: **ART SIMEK**



AS ALL OF OUR WELL-READ READERS KNOW, SPIDER-MAN BATTLED DR. OCTOPUS LAST ISSUE, AND WHILE THE AMAZING TEEN-AGER FOILED THE SUPER-VILLAIN'S PLANS, HE WAS UNABLE TO PREVENT HIS ESCAPE! HENCE THESE HEADLINES IN THE BUGLE...

READING THE NEWS ITEM, WHICH WAS OBVIOUSLY WRITTEN BY ORDER OF PUBLISHER J. JONAH JAMESON WHO HATES SPIDER-MAN, THE ANGRY ADVENTURER DECIDES TO PAY JAMESON A VISIT...

IF I PUT OUT A FOREST FIRE SINGLE-HANDED, I'LL BET JONAH WOULD RAP ME FOR WASTING TOO MUCH WATER! SAY! WHAT'S GOING ON IN HIS OFFICE?

I QUIT! NOBODY COULD WORK FOR A TYRANT LIKE YOU!



WEATHER  
75° - 85°  
B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z

## DAILY BUGLE

FINAL  
EDITION

# DR. OCTOPUS ESCAPES FROM SPIDER-MAN!



**SPIDER-MAN... OVERATED CRIME-FIGHTER!**

**PHILADELPHIA, PA. (I.P.)**  
ONCE AGAIN, THE MYSTERIOUS SPIDER-MAN HAS INTERFERED WITH POLICE AND ALLOWED A DANGEROUS CRIMINAL TO GET AWAY SCOT FREE!  
NOW MUCH LONGER IS THIS MASKED NUISANCE TO BE PERMITTED TO MAKE A COMPLETE MOCKERY OF JUSTICE AND TO USURP THE POSITION OF ALL THE POLICE IN ALL THE ENTIRE DISTRICT OF...



**DR. OCTOPUS... STILL AT LARGE!**

HMMH! BLAMED EMPLOYEES! THEY EXPECT TO BE TREATED WITH KID GLOVES! JUST BECAUSE I SHOUTED AT HER...

HELLO, MR. JAMESON! I'VE RETURNED--THAT IS, IF YOU STILL WANT ME?

**BETTY BRANT! IF I WANT YOU?? DON'T JUST STAND THERE, GIRL--GET TO WORK!**



**MINUTES LATER...**

**OUT, PARKER! THIS IS AN OFFICE, NOT A SOCIAL CLUB! YOU CAN COME IN HERE WHENEVER YOU HAVE A SET OF EXCLUSIVE NEWS PHOTOS FOR ME, AND NOT BEFORE! NOW GET!**

**BETTY! GOSH, I'M GLAD TO SEE YOU! I'VE BEEN WAITING TO HEAR FROM YOU...**



IF I PUT OUT A FOREST FIRE SINGLE-HANDED, I'LL BET JONAH WOULD RAP ME FOR WASTING TOO MUCH WATER! SAY! WHAT'S GOING ON IN HIS OFFICE?

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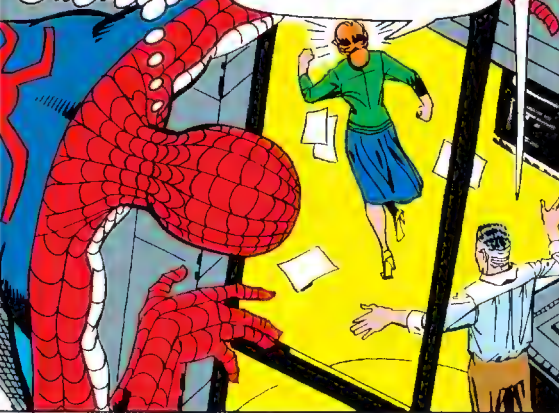
**BETTY! GOSH, I'M GLAD TO SEE YOU! I'VE BEEN WAITING TO HEAR FROM YOU...**



THAT'S THE GAL HE HIRED TO FILL IN TILL BETTY RETURNED FROM PHILADELPHIA!

**WAIT! YOU CAN'T DO THIS! I NEED A SECRETARY! COME BACK!**

**YOU DON'T NEED A SECRETARY--YOU NEED A PSYCHIATRIST!**



NOW THAT BETTY'S BACK, I'LL CHANGE TO PETER PARKER! I CAN'T WAIT TO SEE HER--TO TALK TO HER...

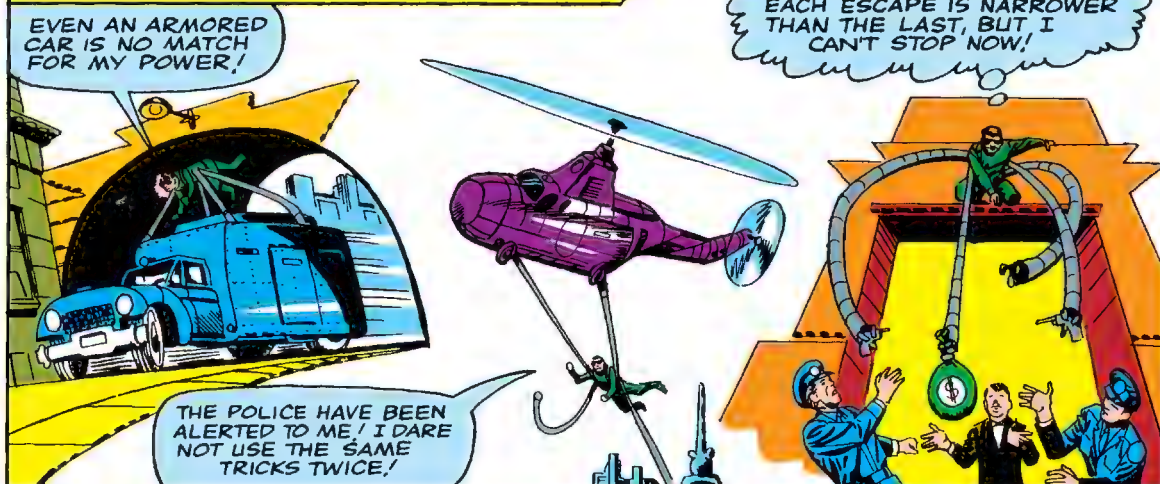


MR. JAMESON, HAS PETER PARKER BEEN IN LATELY WITH ANY PHOTOS?

**NO! I HAVEN'T SEEN HIM! HE'S PROBABLY TOO LAZY TO WORK... JUST LIKE EVERYONE ELSE I GET STUCK WITH!**



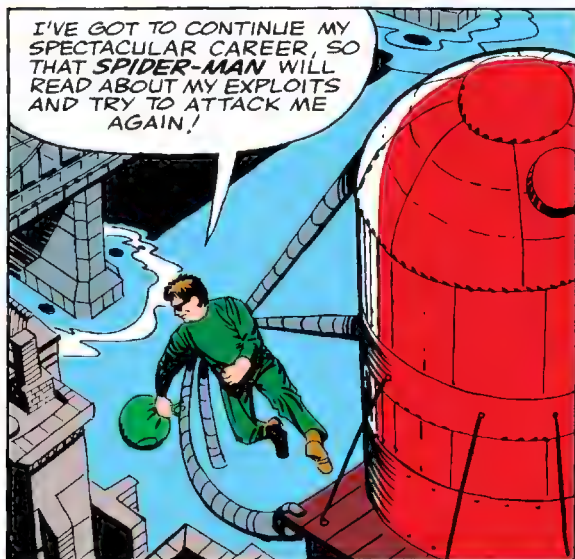
MEANWHILE, AT DIFFERENT PLACES THRUOUT THE NATION, MOVING FROM CITY TO CITY LIKE THE ELUSIVE MARAUDER HE IS, THE AWESOME DR. OCTOPUS ATTEMPTS SOME OF THE MOST COLORFUL CRIMES EVER PERPETRATED!



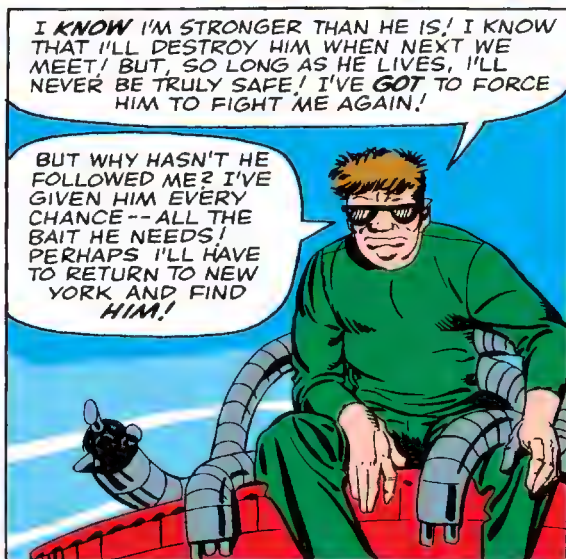
EVEN AN ARMORED CAR IS NO MATCH FOR MY POWER!

EACH ESCAPE IS NARROWER THAN THE LAST, BUT I CAN'T STOP NOW!

THE POLICE HAVE BEEN ALERTED TO ME! I DARE NOT USE THE SAME TRICKS TWICE!

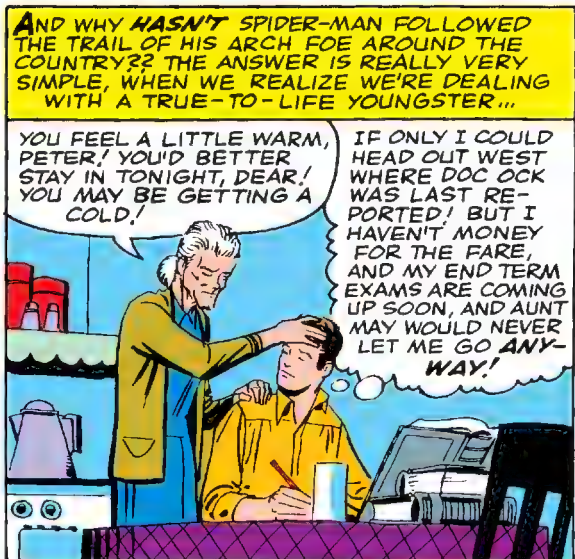


I'VE GOT TO CONTINUE MY SPECTACULAR CAREER, SO THAT SPIDER-MAN WILL READ ABOUT MY EXPLOITS AND TRY TO ATTACK ME AGAIN!



I **KNOW** I'M STRONGER THAN HE IS! I KNOW THAT I'LL DESTROY HIM WHEN NEXT WE MEET! BUT, SO LONG AS HE LIVES, I'LL NEVER BE TRULY SAFE! I'VE GOT TO FORCE HIM TO FIGHT ME AGAIN!

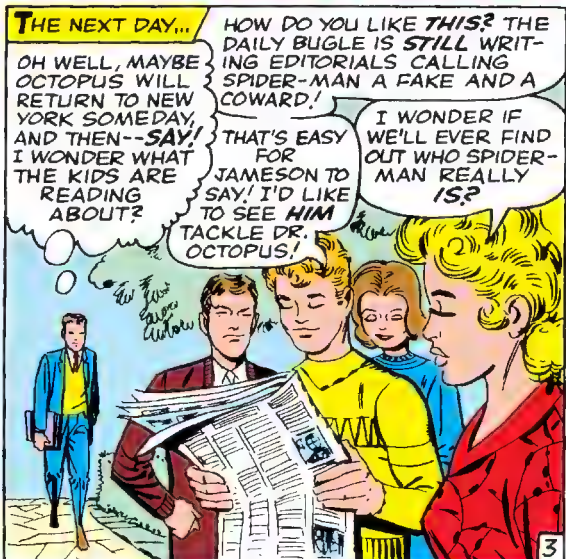
BUT WHY HASN'T HE FOLLOWED ME? I'VE GIVEN HIM EVERY CHANCE-- ALL THE BAIT HE NEEDS! PERHAPS I'LL HAVE TO RETURN TO NEW YORK AND FIND HIM!



AND WHY **HASN'T** SPIDER-MAN FOLLOWED THE TRAIL OF HIS ARCH FOE AROUND THE COUNTRY?? THE ANSWER IS REALLY VERY SIMPLE, WHEN WE REALIZE WE'RE DEALING WITH A TRUE-TO-LIFE YOUNGSTER...

YOU FEEL A LITTLE WARM, PETER! YOU'D BETTER STAY IN TONIGHT, DEAR! YOU MAY BE GETTING A COLD!

IF ONLY I COULD HEAD OUT WEST WHERE DOC OCK WAS LAST REPORTED! BUT I HAVEN'T MONEY FOR THE FARE, AND MY END TERM EXAMS ARE COMING UP SOON, AND AUNT MAY WOULD NEVER LET ME GO **ANYWAY!**



THE NEXT DAY...

OH WELL, MAYBE OCTOPUS WILL RETURN TO NEW YORK SOMEDAY, AND THEN--**SAY!** I WONDER WHAT THE KIDS ARE READING ABOUT?

HOW DO YOU LIKE **THIS?** THE DAILY BUGLE IS **STILL** WRITING EDITORIALS CALLING SPIDER-MAN A FAKE AND A COWARD!


THAT'S EASY FOR JAMESON TO SAY! I'D LIKE TO SEE HIM TACKLE DR. OCTOPUS!

I WONDER IF WE'LL EVER FIND OUT WHO SPIDER-MAN REALLY IS?



LOOK, THE BUGLE EVEN HAS A PICTURE OF A SPIDER, TRYING TO SHOW HOW DANGEROUS THEY ARE, AND CLAIMING THAT **SPIDER-MAN** MUST BE DANGEROUS, TOO!

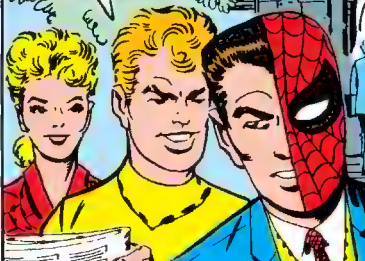
HERE COMES BOOK-WORM PARKER! LET'S SEE WHAT **HE** KNOWS ABOUT SPIDERS!



I'VE GOT TO BE CAREFUL NOT TO SAY ANYTHING THAT'LL MAKE THEM SUSPECT MY REAL IDENTITY!

I **HATE** SPIDERS! THEY'RE SUCH UGLY, ICKY-LOOKING THINGS! I'D RATHER NOT EVEN **TALK** ABOUT THEM!

KNOW WHAT I LIKE ABOUT YOU, PARKER? YOU'RE SUCH A RUGGED, FEARLESS **HE-MAN**!




C'MON, GANG! THERE'S THE **BELL** FOR CLASS!

SOMEONE TAKE PARKER'S ARM! HE MAY STEP ON AN ANTHILL AND FAINT DEAD AWAY!

GO AHEAD, **LAUGH**, YOU BIRD-BRAINED **CLOWN**! SOMEDAY EVERYONE WILL REALIZE THAT IT'S ONLY THE PEOPLE WHO ARE INFERIOR **THEMSELVES** THAT KEEP PICKING ON OTHERS!

HOW ABOUT THAT? I'M BEGINNIN' TO SOUND LIKE A **TEEN-AGE BILLY GRAHAM**!



NOT LONG AFTERWARDS, BETTY BRANT RECEIVES A MYSTERIOUS PHONE CALL...

YES, THIS IS SHE! HELLO? WHO'S THERE?

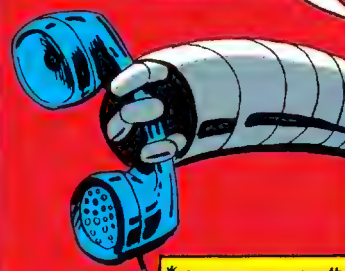
HELLO? WHY DON'T YOU ANSWER--??



AND, AT THE OTHER END OF THE WIRE...

**GOOD!** NOW THAT I KNOW SHE IS BACK WORKING FOR THE DAILY BUGLE, I'LL BE ABLE TO USE **HER** AS BAIT TO CATCH SPIDER-MAN! HE RISKED HIS LIFE TO HELP HER ONCE BEFORE... SO WHY NOT AGAIN?\*

\*SPIDER-MAN#11 -EDITOR



HE HUNG UP! IT SOUNDED LIKE-- OH NO! THAT'S IMPOSSIBLE! IT **CAN'T** BE!

GET TO **WORK**, MISS BRANT! I DON'T PAY YOU TO DAY-DREAM!




THEN, TOWARDS THE END OF THE DAY...

**YOU** AGAIN?? I THOUGHT I TOLD YOU TO STAY OUT UNLESS YOU HAD SOME NEWS PHOTOS FOR ME!

SORRY, MR. JAMESON! I JUST CAME BY TO CALL FOR BETTY!

BE WITH YOU IN A MINUTE, PETER... SOON AS I FINISH THIS LETTER!

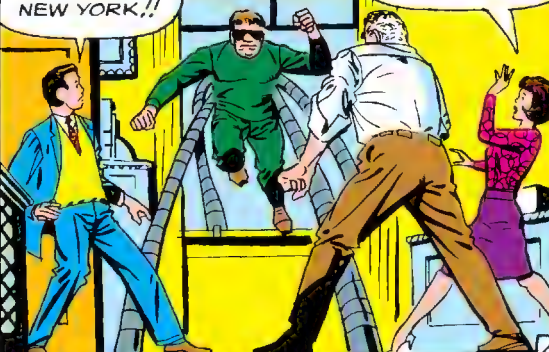


BUT SUDDENLY, A MOCKING, MENACING FORM APPEARS AT THE WINDOW...

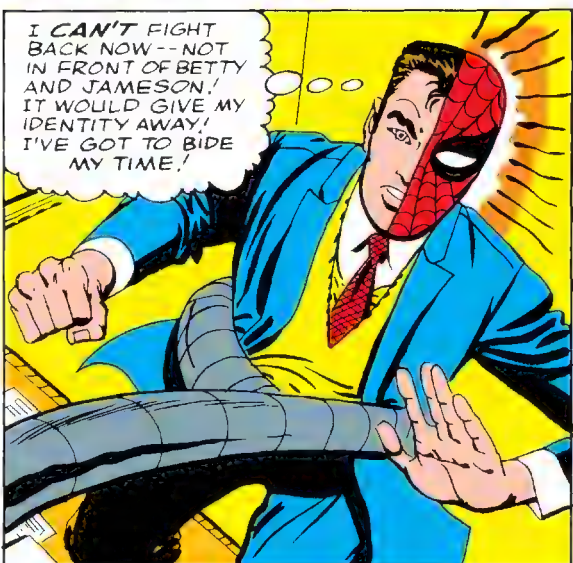
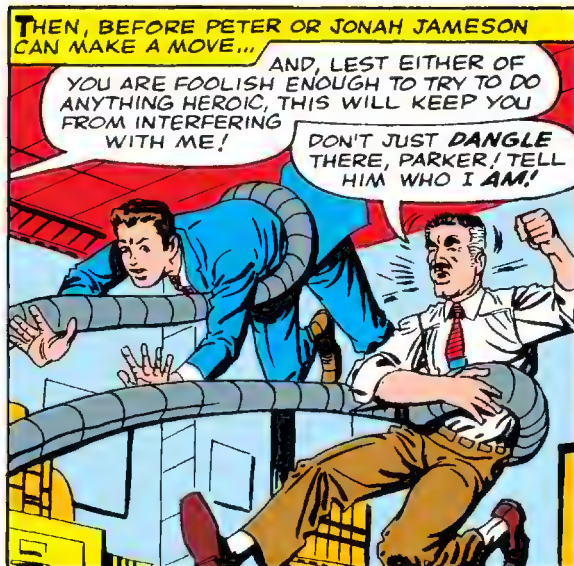
I WOULDN'T HOLD MY BREATH WAITING IF I WERE YOU, SONNY! I'VE GOT **OTHER** PLANS FOR HER!

**DOCTOR OCTOPUS!** HERE IN NEW YORK,!!

THEN-- IT **WAS** YOUR VOICE ON THE PHONE BEFORE!!









**AND THEN, AS A SPECIAL, EXTRA EDITION OF THE BUGLE HITS THE NEWSSTANDS...**

GET DOWN TO CONEY ISLAND, PARKER! WAIT FOR SPIDER-MAN TO SHOW UP! BRING PLENTY OF FILM! IF YOU BOTCH THIS ASSIGNMENT, I'LL HAVE YOUR **HIDE!**

DON'T WORRY-- **NOTHING** COULD KEEP ME AWAY!

STRANGE-- I FEEL KIND OF WOOSY-- MY HEAD IS WARM-- MAYBE I **AM** GETTING ILL, AS AUNT MAY SAID!

**BUT, SHRUGGING OFF HIS OWN PROBLEM, PETER QUICKLY RUSHES TO AN ALLEY, WHERE HE CHANGES TO SPIDER-MAN, AND THEN...**

MUST PRETEND I KNOW NOTHING ABOUT DOC OCK!

I SAW THE NOTICE IN YOUR PAPER, JAMESON! WHAT DO YOU WANT TO SEE ME ABOUT?

**YOU!!** TURN OFF THAT BLASTED BEAM! I'M NOT IMPRESSED WITH YOUR PHONY THEATRICS! BETTY BRANT HAS BEEN CAPTURED BY DR. OCTOPUS!

**THEN, AFTER JAMESON HAS EXPLAINED...**

NOW FOR CONEY ISLAND! HEY--I **MUST** BE SICK! I-I'M NOT CLINGING TO THE WALL AS WELL AS USUAL!

**MEANWHILE...**

EVEN THOUGH PARKER IS MY BEST FREE-LANCE PHOTO-GRAPHER, I CAN'T TAKE ANY CHANCE OF HIM MUFFING THIS JOB! MAYBE I'D BETTER GET TO CONEY ISLAND **MYSELF!**

IT'S MID-WINTER, SO THE AMUSEMENTS WILL ALL BE SHUT DOWN FOR THE SEASON! I'LL MAKE SURE THAT DR. OCTOPUS DOESN'T SEE ME, BUT I'LL HAVE A CHANCE TO OBSERVE WHATEVER HAPPENS, FIRST HAND!

**AND, ATOP THE HIGHEST ROLLER COASTER AT THE AMUSEMENT PARK...**

SPIDER-MAN SHOULD HAVE SEEN THE PAPER BY NOW! THAT MEANS HE'LL BE ARRIVING AT ANY MOMENT-- FOR HIS **FINAL BATTLE!**

B-BUT WHAT IF HE DOESN'T SHOW UP?

THAT WILL BE TOO BAD, MY DEAR! FOR **YOU!** AND NOW, I'LL LOWER YOU TO THE GROUND, SO THE PHOTO-GRAPHER CAN EASILY GET GOOD PICTURES OF MY VICTORY OVER THAT MASKED FOOL! THOSE PICTURES, FOR THE WORLD TO SEE, WILL BE SPIDER-MAN'S GREATEST HUMILIATION!





THE PHOTOGRAPHER ISN'T HERE YET! HE'D BETTER SHOW UP, OR HE'LL LIVE TO REGRET IT!

PERHAPS IF I KEEP PRYING AT THE KNOT WITH MY LONG FINGERNAILS, I CAN FREE MYSELF WHILE DR. OCTOPUS ISN'T LOOKING!



AND, ENTERING THE PARK AT THAT MOMENT...

CAN HARDLY STAND--MY FEET FEEL LIKE RUBBER! OF ALL THE TIMES FOR ME TO GET A VIRUS ATTACK...

BUT I CAN'T LET IT STOP ME! I'VE GOT TO SAVE BETTY--GOT TO FIND DR. OCTOPUS...



IF ONLY I DIDN'T FEEL SO WEAK! IF I COULD JUST LIE DOWN FOR--

WAIT! THERE HE IS! I'VE GOT TO GO THRU WITH IT NOW!



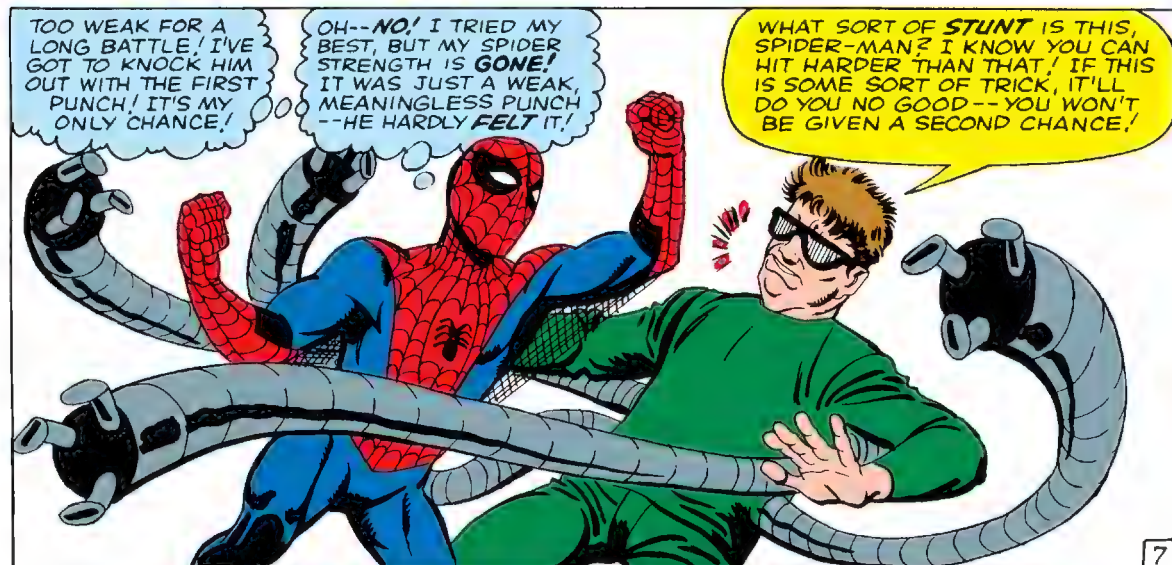
I DID IT! I'M FREE! NOW IF I CAN, JUST REACH THE STREET IN TIME...

SO! YOU THINK YOU CAN ESCAPE ME, DO YOU! THIS TIME I SHALL NOT BE SO FORGIVING!



HE'S REACHING FOR BETTY! IT'S NOW OR NEVER!

HOLD IT, OCTOPUS! I'M THE ONE YOU WANT--AND NOW I'VE GOT YOU!

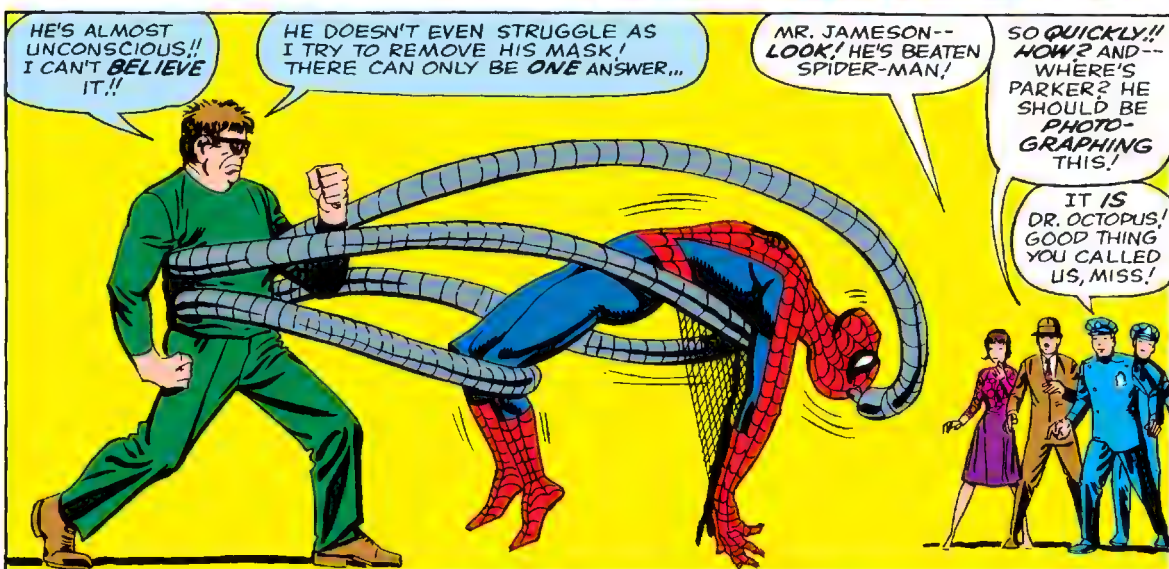


TOO WEAK FOR A LONG BATTLE, I'VE GOT TO KNOCK HIM OUT WITH THE FIRST PUNCH! IT'S MY ONLY CHANCE!

OH--NO! I TRIED MY BEST, BUT MY SPIDER STRENGTH IS GONE! IT WAS JUST A WEAK, MEANINGLESS PUNCH--HE HARDLY FELT IT!

WHAT SORT OF STUNT IS THIS, SPIDER-MAN? I KNOW YOU CAN HIT HARDER THAN THAT! IF THIS IS SOME SORT OF TRICK, IT'LL DO YOU NO GOOD--YOU WON'T BE GIVEN A SECOND CHANCE!









BAH!! TAKE YOUR PUNY HERO! HE'S OF NO INTEREST TO ME! IT'S THE **REAL** SPIDER-MAN I'M AFTER!!



BEFORE ANYONE CAN RECOVER THEIR BALANCE, THE SUPER-AGILE DR. OCTOPUS DISAPPEARS INTO THE NIGHT...

I WAS SURE SPIDER-MAN WOULD SHOW UP! PERHAPS THE POLICE SCARED HIM OFF!

BUT I'LL FIND HIM SOONER OR LATER! I'LL NEVER REST TILL I'VE SMASHED HIM!



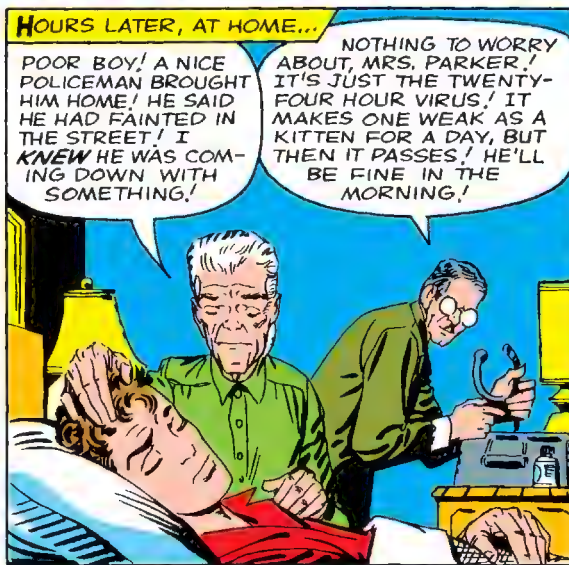
JAMESON, NEXT TIME YOU WITHHOLD INFORMATION FROM US, IT'LL GO **HARD** WITH YOU! IF YOU HAD **TOLD** US ABOUT THIS, WE WOULD HAVE SET A **TRAP** FOR OCTOPUS AND CAUGHT HIM BY NOW!

BUT YOU THOUGHT MORE OF AN **EXCLUSIVE STORY** THAN ANYTHING ELSE!



OH, PETER-- PETER! YOU DEAR, FOOLISH, WONDERFUL BOY!! WHY DID YOU DO IT?? IF ANYTHING HAD **HAPPENED** TO YOU--!!

I BETTER NOT YELL AT PARKER NOW, IN FRONT OF THE POLICE! THEY'RE ANGRY ENOUGH AT ME NOW! THIS SURE WAS ONE BIG **FLOP!!** HE'LL BE ALRIGHT, MISS! WE'LL SEE THAT HE GETS HOME SAFELY! HE'S A PRETTY BRAVE KID, IMPERSONATING SPIDER-MAN AND TACKLING DR. OCTOPUS LIKE THAT!



HOURS LATER, AT HOME...

POOR BOY! A NICE POLICEMAN BROUGHT HIM HOME! HE SAID HE HAD FAINTED IN THE STREET! I **KNEW** HE WAS COMING DOWN WITH SOMETHING!

NOTHING TO WORRY ABOUT, MRS. PARKER! IT'S JUST THE TWENTY-FOUR HOUR VIRUS! IT MAKES ONE WEAK AS A KITTEN FOR A DAY, BUT THEN IT PASSES! HE'LL BE FINE IN THE MORNING!



AS PETER SLEEPS, HIS REST IS BROKEN BY A TROUBLED DREAM...

WHAT **ARE** YOU? SOME KINDA **NUT** OR SOMETHING?? YOU SHOULD HAVE YOUR **HEAD** EXAMINED FOR APPEARING AS SPIDER-MAN WHEN YOU WERE SO WEAK! YOU **KNOW** THAT VIRUSES ARE THE ONE THING EVEN YOUR SPIDER STRENGTH CAN'T RESIST!

BUT--I WAS SO WORRIED-- ABOUT BETTY-- SO WORRIED--

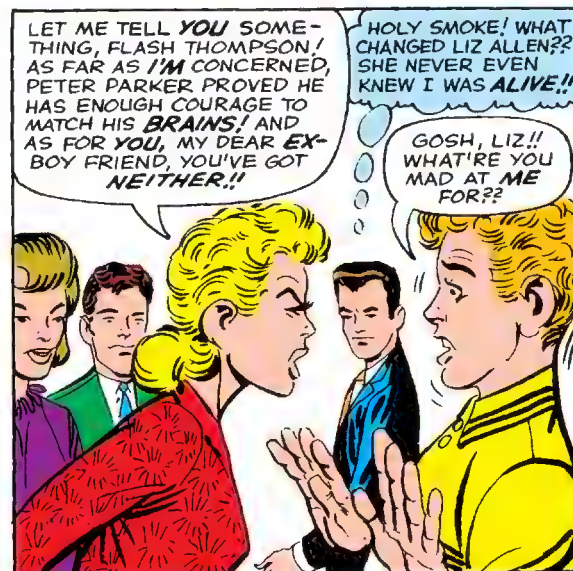
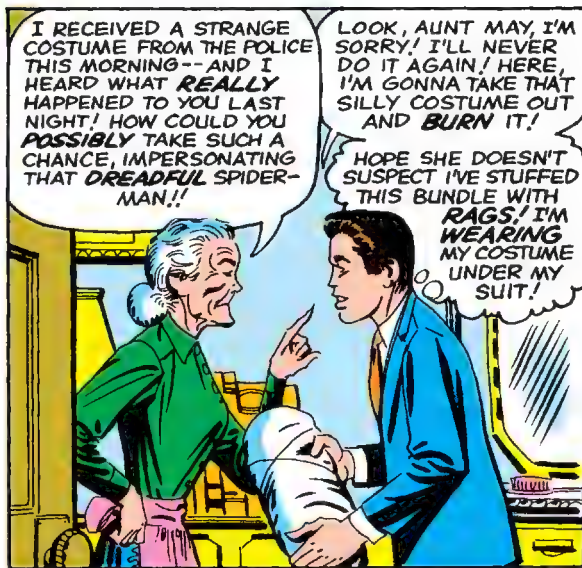


THEN, COMES THE NEXT MORNING-- MORE THAN TWENTY-FOUR HOURS AFTER THE VIRUS HAS STRUCK...

WHOOPEE! I FEEL LIKE A ZILLION BUCKS AGAIN!

I'VE GOT THE OL' SPIDER STRENGTH BACK! THE OL' ZINGAROOO!

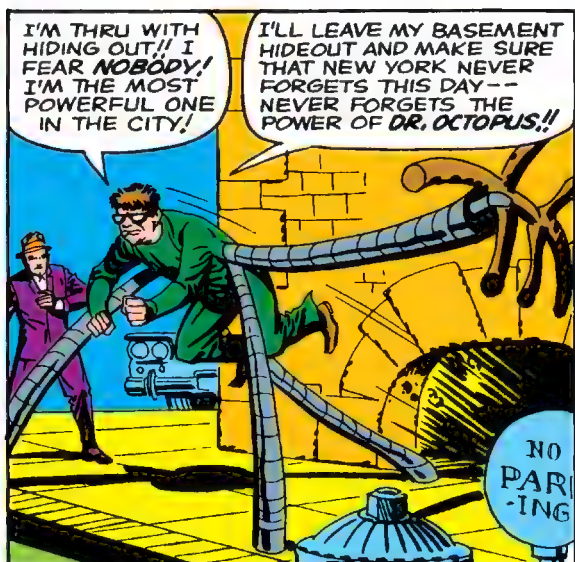








SPIDER-MAN WILL BE ABLE TO HIDE FROM ME NO LONGER! I'LL **MAKE** HIM COME TO ME -- IF IT'S THE LAST THING I **DO!**

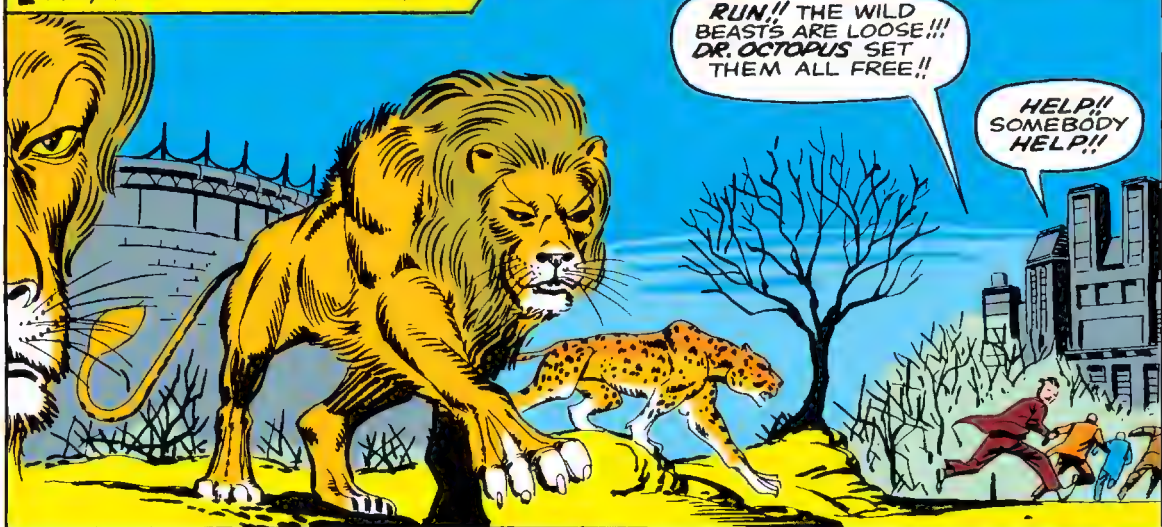


I'M THRU WITH HIDING OUT!! I FEAR **NOBODY!** I'M THE MOST POWERFUL ONE IN THE CITY!

I'LL LEAVE MY BASEMENT HIDEOUT AND MAKE SURE THAT NEW YORK NEVER FORGETS THIS DAY -- NEVER FORGETS THE POWER OF **DR. OCTOPUS!!**

NO PARKING

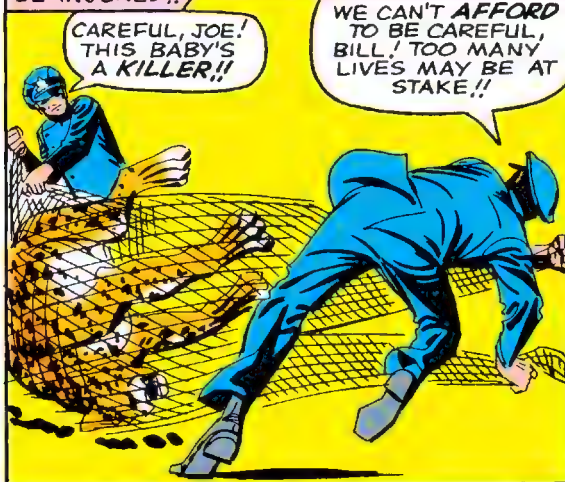
LATER, AT THE OUTSKIRTS OF THE ZOO...



**RUN!!** THE WILD BEASTS ARE LOOSE!!! **DR. OCTOPUS** SET THEM ALL FREE!!

**HELP!!**  
**SOMEBODY**  
**HELP!!**

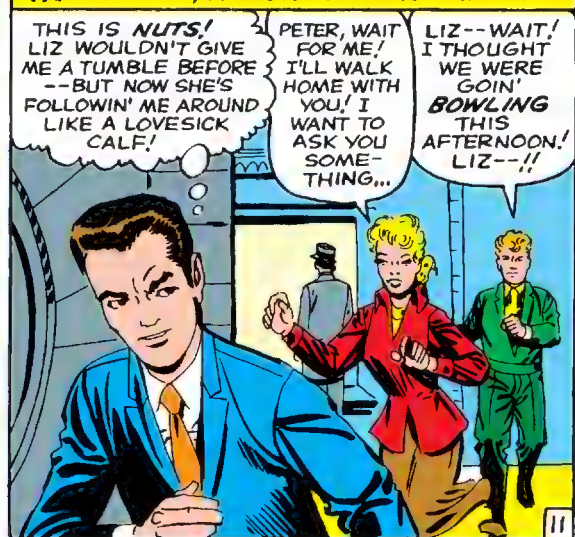
WITHIN SECONDS, THE POLICE ARE ON THE SCENE, WORKING VALIANTLY TO TRAP THE RAMPAGING BEASTS BEFORE ANYONE CAN BE INJURED!!



CAREFUL, JOE! THIS BABY'S A **KILLER!!**

WE CAN'T AFFORD TO BE CAREFUL, BILL! TOO MANY LIVES MAY BE AT STAKE!!

MEANWHILE, A SHORT DISTANCE AWAY...



THIS IS **NUTS!** LIZ WOULDN'T GIVE ME A TUMBLE BEFORE -- BUT NOW SHE'S FOLLOWIN' ME AROUND LIKE A **LOVESICK** CALF!

PETER, WAIT FOR ME! I'LL WALK HOME WITH YOU! I WANT TO ASK YOU SOMETHING...

LIZ -- WAIT! I THOUGHT WE WERE GOIN' **BOWLING** THIS AFTERNOON! LIZ --!!



THEN, QUICKLY ROUNDING A CORNER, THE AMAZING TEEN-AGER MOVES LIKE A STREAK...

NO ONE'S LOOKING! NOW'S MY CHANCE!

PETE'S GONE! I LOST HIM!

FLASH THOMPSON! I'LL THANK YOU TO STOP FOLLOWING ME!

BUT, LIZ, YOU CAN'T BE SERIOUS ABOUT PUNY PARKER!! HE'S NOT YOUR TYPE! YOU USED TO SAY SO YOURSELF!

WELL, PERHAPS I'VE GROWN MATURE ENOUGH TO REALIZE A BOY NEEDS MORE THAN A FOOTBALL LETTER TO REALLY BE A MAN!

SAY-- WHAT'S ALL THAT SHOUTING UP AHEAD! I'D BETTER HAVE A LOOK!

WOW! THAT LION MUST HAVE ESCAPED FROM THE ZOO! IT'S ABOUT TO ATTACK THAT CROWD OF PEOPLE!!

A LION!! HELP!

RUN! HE'S GOING TO LEAP AT US!!

I'VE NEVER FOUGHT ANYTHING LIKE THIS BEFORE-- BUT THERE'S ALWAYS A FIRST TIME!!

HERE COME THE POLICE-- WITH A NET!

HE'S ALL YOURS, FELLAS!

QUICK! GET THE NET AROUND HIM!!

MUCH OBLIGED, SPIDER-MAN! WE'VE HAD OUR HANDS FULL WITH THESE ESCAPED BEASTS!

ESCAPED BEASTS?? THAT MEANS THERE'S MORE!! UH-OH!! HERE'S ANOTHER ONE NOW!

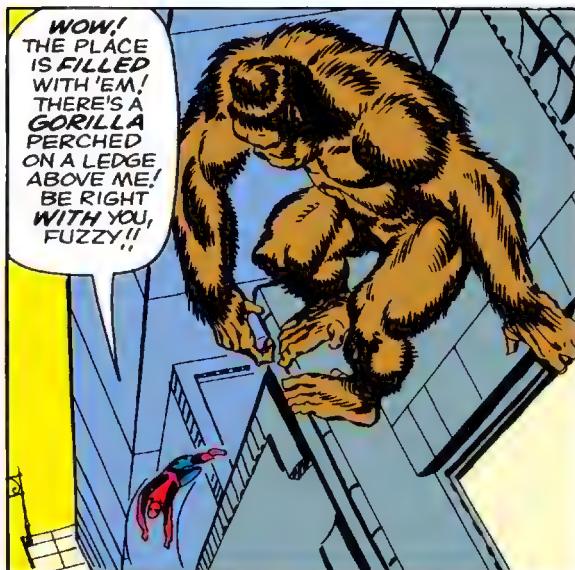


**SECONDS LATER...**

THERE, BIG FELLA!!  
THAT WEBBING  
AROUND YOUR JAWS  
AND YOUR CLAWS  
WILL KEEP YOU  
HARMLESS TILL THE  
POLICE PUT YOU  
BACK WHERE YOU  
BELONG!



WOW!  
THE PLACE  
IS FILLED  
WITH 'EM!  
THERE'S A  
GORILLA  
PERCHED  
ON A LEDGE  
ABOVE ME!  
BE RIGHT  
WITH YOU,  
FUZZY!!



WHOOPI!  
I DIDN'T  
EXPECT HIM  
TO DROP DOWN  
TO MEET ME!!  
LOSIN' MY  
BALANCE--  
FALLING--!!



IF I'M EVER ELECTED  
PRESIDENT, I'M GONNA  
DECLARE A NATIONAL  
BE KIND TO FLAG-  
POLES WEEK!!



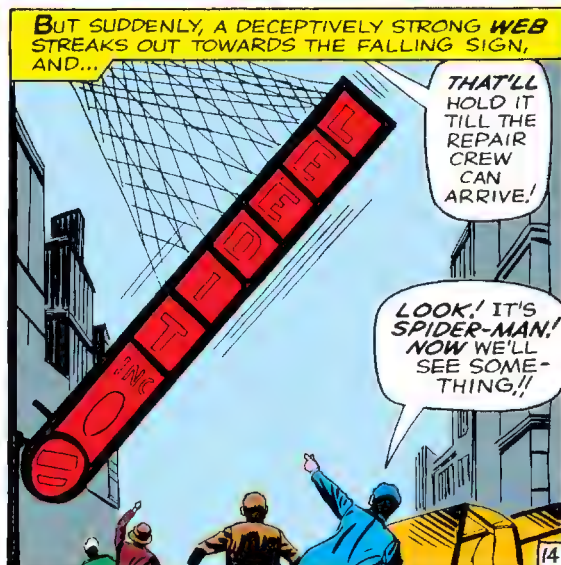
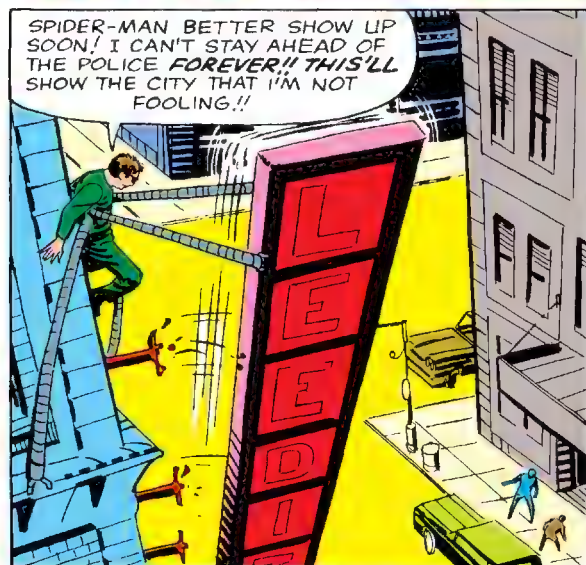
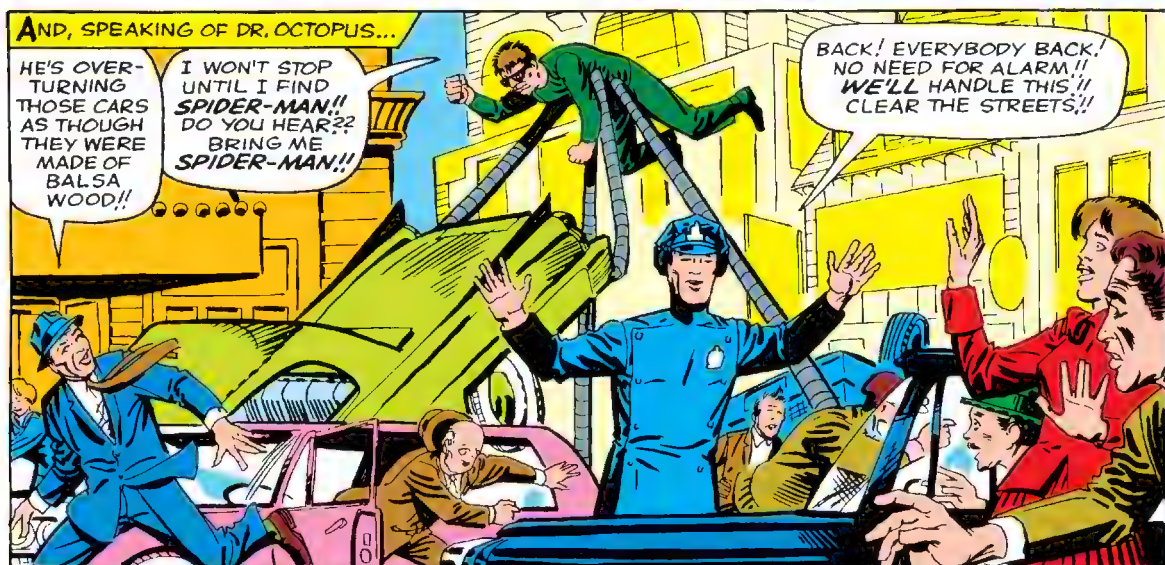
SAY, LITTLE FRIEND--  
YOU'VE GOT THIS  
BACKWARDS!! I'M THE  
ONE WHO'S SUPPOSED  
TO BE CHASING YOU!!



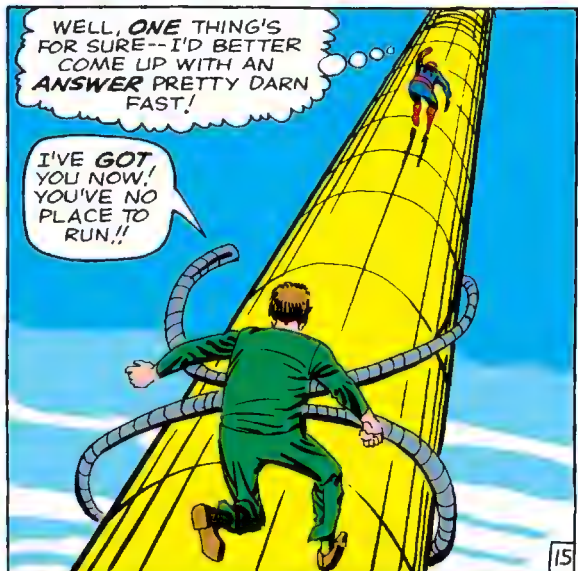
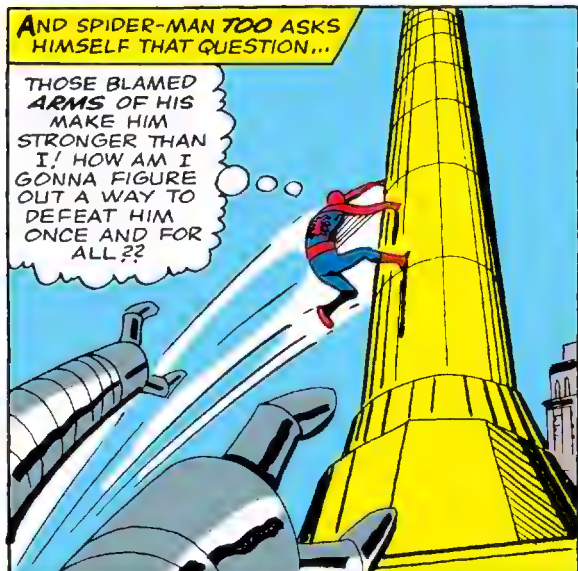
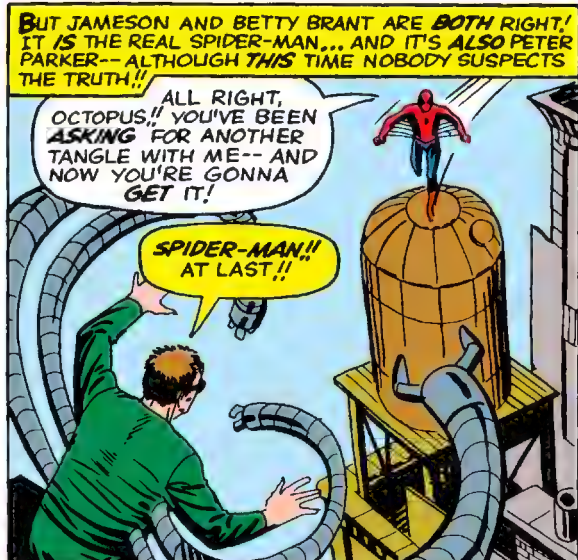
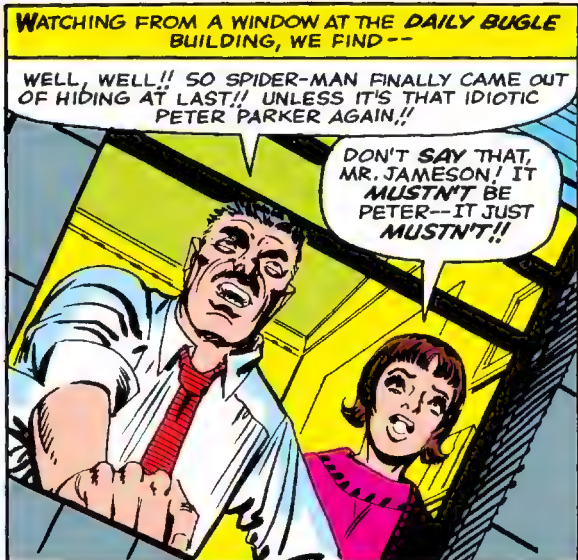
WELL, I SURE CAN'T  
GO BACK ANY FURTHER,  
SO I'LL TRY A LITTLE  
FORWARD FLIP! DIDN'T  
EXPECT THAT, DID  
YOU??









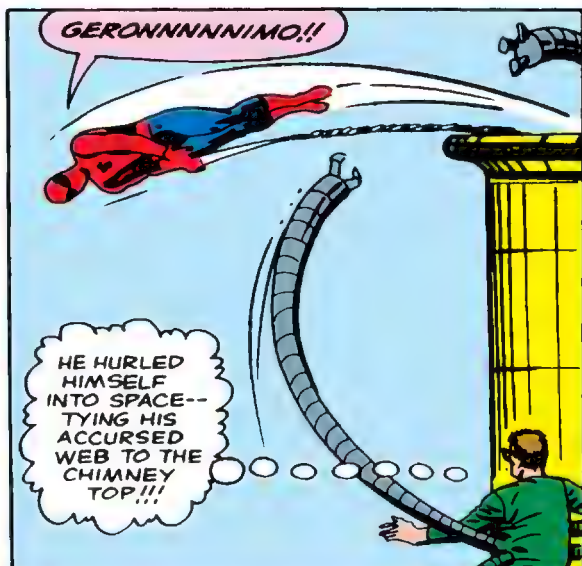






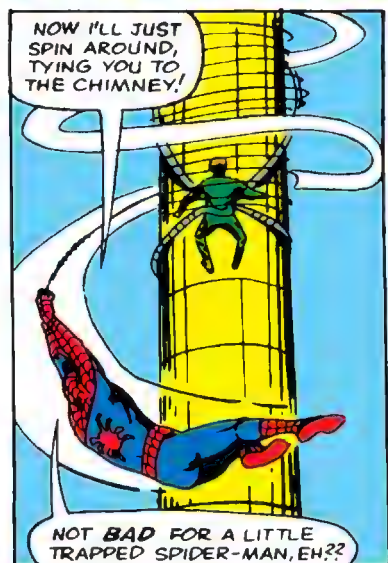
I CAN AFFORD TO TAKE MY TIME-- TO RELISH THIS MOMENT --YOU'RE COMPLETELY TRAPPED!

THINK SO?? THEN JUST WATCH THIS--



GERONNNNNIMO!!

HE HURLED HIMSELF INTO SPACE-- TYING HIS ACCURSED WEB TO THE CHIMNEY TOP!!!



NOW I'LL JUST SPIN AROUND, TYING YOU TO THE CHIMNEY!

NOT **BAD** FOR A LITTLE TRAPPED SPIDER-MAN, EH??

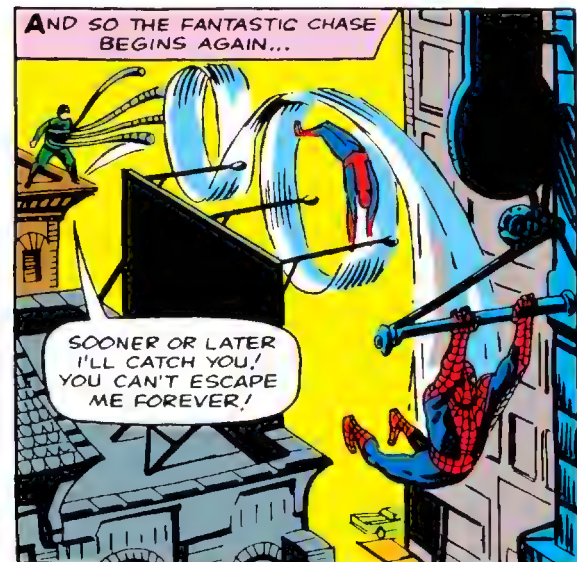


BUT, USING HIS INDESCRIBABLY POWERFUL ARMS, DR. OCTOPUS PUSHES HIMSELF FROM THE SMOKE STACK BEFORE THE WEB CAN BE COMPLETELY TIGHTENED AROUND HIM...

APPARENTLY I HAVE **UNDERESTIMATED** MY FAST-MOVING FOE...



BUT I SHALL NOT BE GUILTY OF THAT MISTAKE A **SECOND** TIME!! THERE-- BY LEANING TOWARDS THE CHIMNEY AGAIN, I MAKE THE SLACK PIECES OF WEBBING FALL AWAY...



AND SO THE FANTASTIC CHASE BEGINS AGAIN...

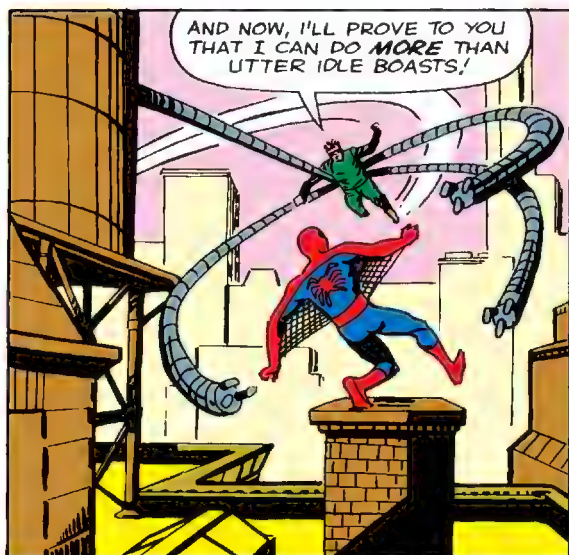
SOONER OR LATER I'LL CATCH YOU! YOU CAN'T ESCAPE ME FOREVER!



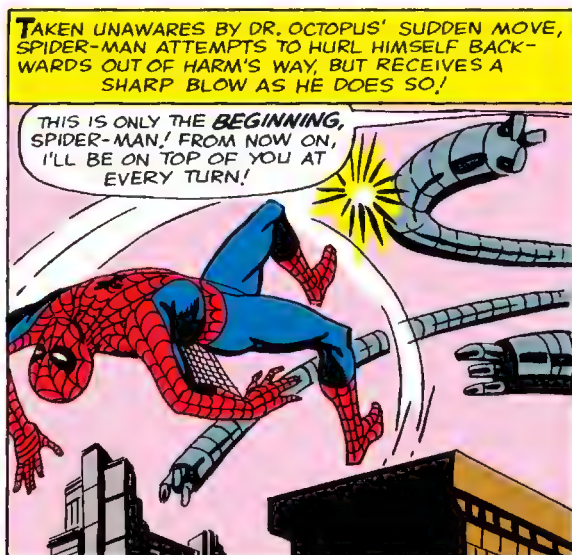
THOUGH YOU ARE MORE AGILE, I CAN COVER MORE GROUND WITH LESS EFFORT-- AND I'M VIRTUALLY TIRELESS!!

GUESS YOU'RE RIGHT, OCK! IF ALL THAT **BOASTING** DOESN'T TIRE YOU OUT, **NOTHING** WILL!



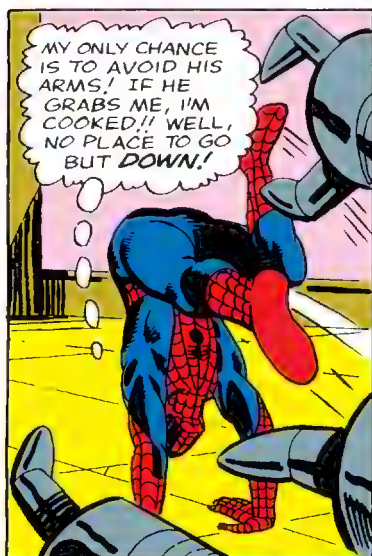


AND NOW, I'LL PROVE TO YOU THAT I CAN DO **MORE** THAN UTTER IDLE BOASTS!



TAKEN UNAWARES BY DR. OCTOPUS' SUDDEN MOVE, SPIDER-MAN ATTEMPTS TO HURL HIMSELF BACKWARDS OUT OF HARM'S WAY, BUT RECEIVES A SHARP BLOW AS HE DOES SO!

THIS IS ONLY THE **BEGINNING**, SPIDER-MAN! FROM NOW ON, I'LL BE ON TOP OF YOU AT EVERY TURN!

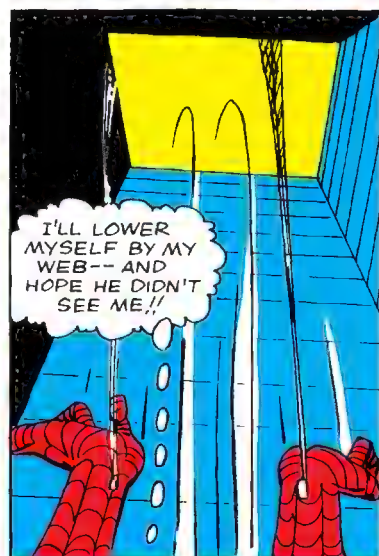


MY ONLY CHANCE IS TO AVOID HIS ARMS! IF HE GRABS ME, I'M COOKED!! WELL, NO PLACE TO GO BUT **DOWN**!!

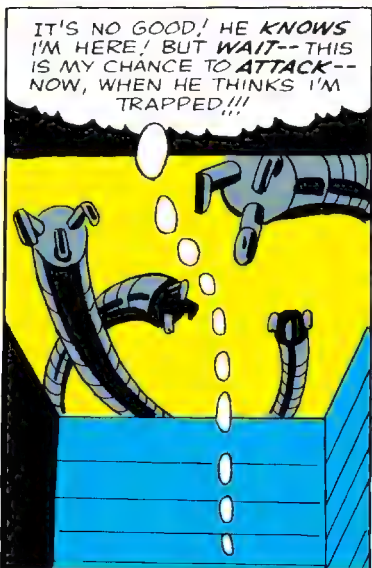


IT'S A LONG CHANCE, BUT MAYBE I CAN GET OUT OF HIS REACH IN THIS AIR SHAFT!

THEN I'LL FIGURE OUT A NEW PLAN OF ATTACK AND TAKE THE OFFENSIVE!



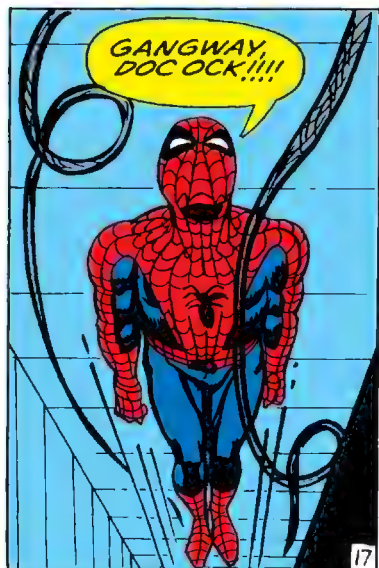
I'LL LOWER MYSELF BY MY WEB-- AND HOPE HE DIDN'T SEE ME!!



IT'S NO GOOD! HE **KNOWS** I'M HERE! BUT **WAIT**-- THIS IS MY CHANCE TO **ATTACK**-- NOW, WHEN HE THINKS I'M TRAPPED!!!

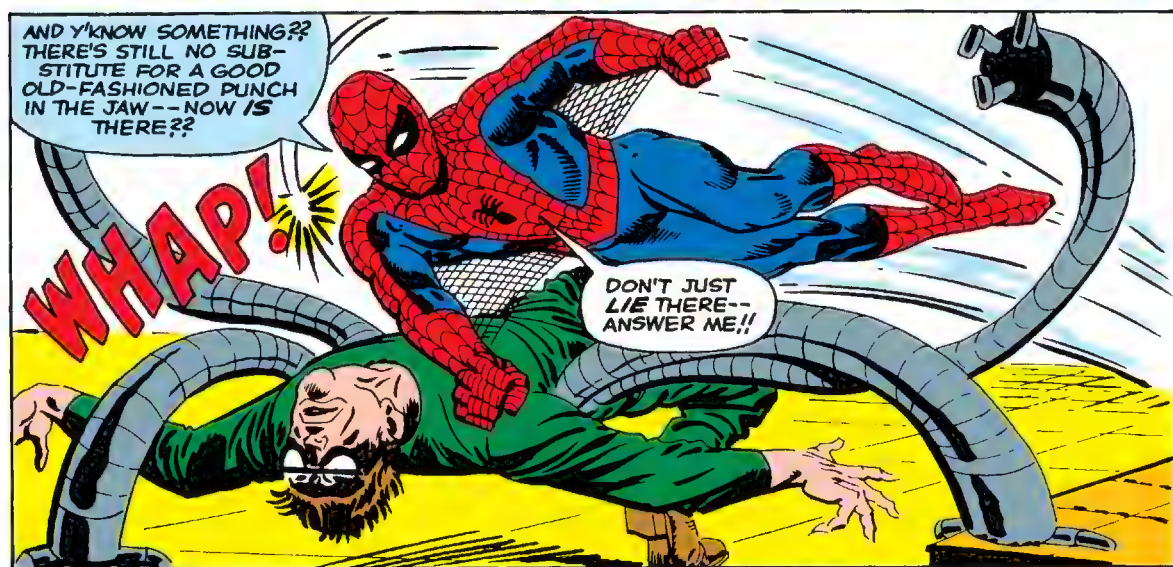


I'VE GOT MY WEBS STRETCHED TO EXACTLY THE RIGHT TENSION! NOW, ALL I NEED DO IS GIVE 'EM A SHARP TUG, AND...

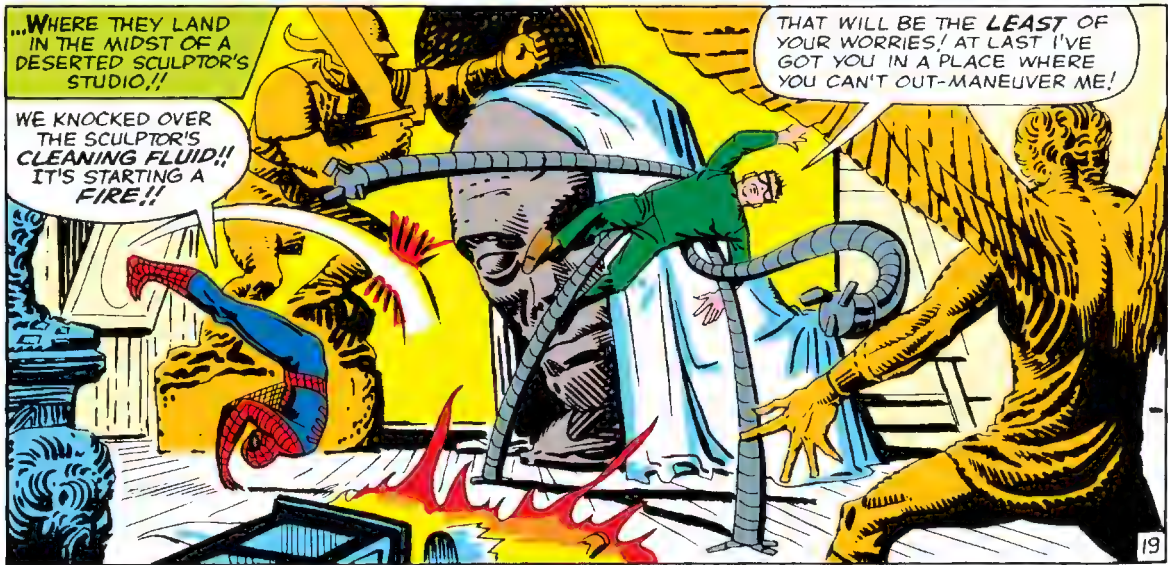
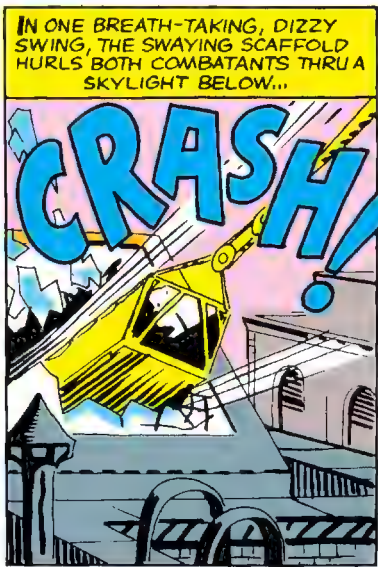
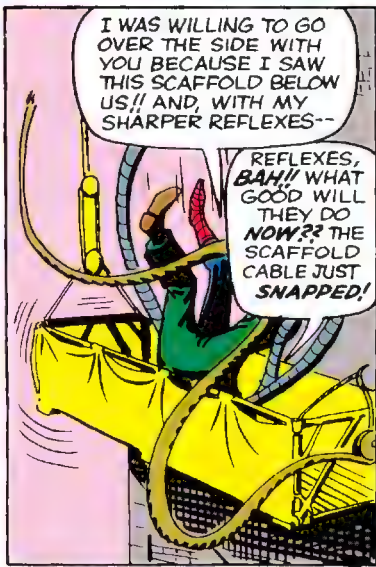


**GANGWAY, DOC OCK!!!!**

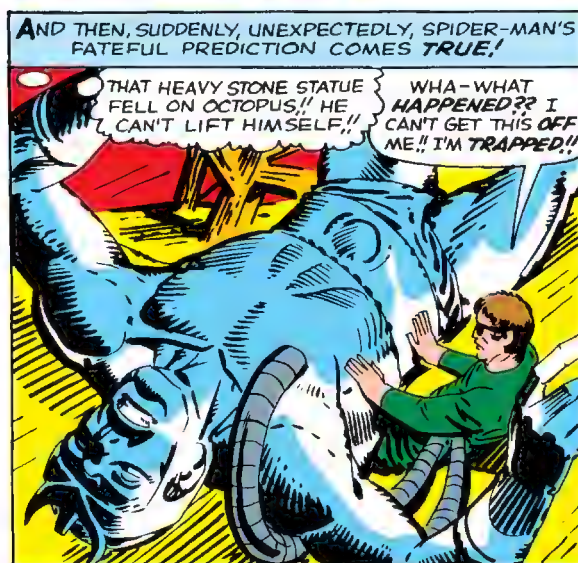




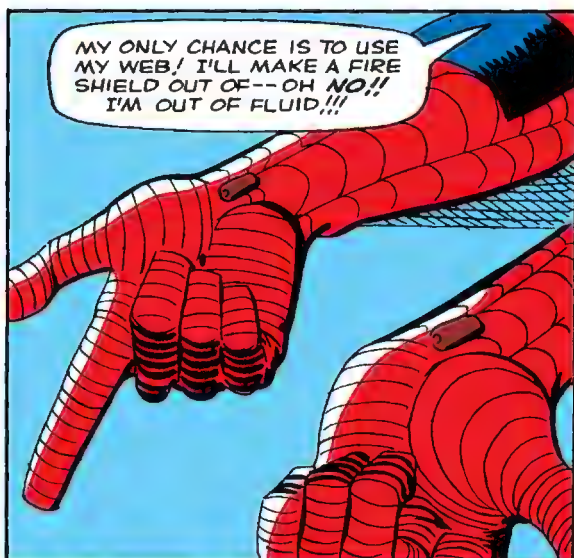












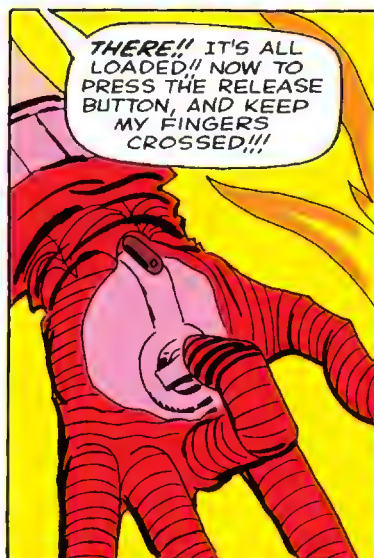
MY ONLY CHANCE IS TO USE MY WEB! I'LL MAKE A FIRE SHIELD OUT OF-- OH NO!! I'M OUT OF FLUID!!!



I'VE GOT SPARE CARTRIDGES IN MY BELT-- IF ONLY I CAN USE THEM IN TIME!!



THE FLAME'S GETTING CLOSER-- HAVE TO MOVE FASTER--GOOD THING I'VE PRACTICED THIS SO OFTEN--COULD DO IT IN MY SLEEP!!

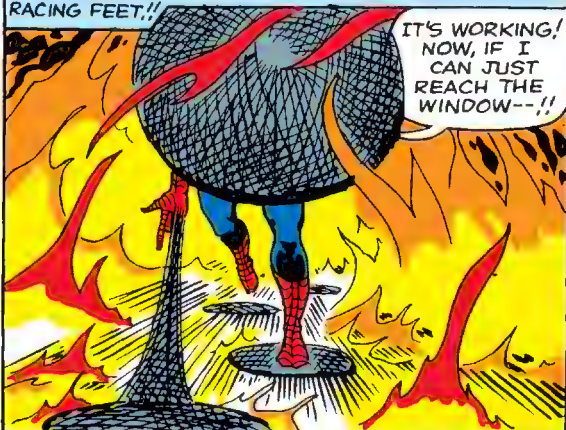


THERE!! IT'S ALL LOADED!! NOW TO PRESS THE RELEASE BUTTON, AND KEEP MY FINGERS CROSSED!!!

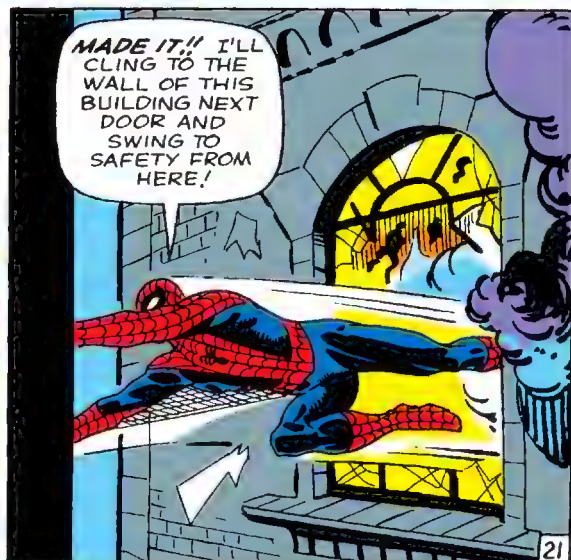


HERE GOES!!

USING HIS AMAZING SPIDER-WEB LIKE A VIRTUOSO, PLAYING OUT JUST THE RIGHT AMOUNT OF FLUID AT JUST THE RIGHT SPLIT-SECOND, SPIDER-MAN MANAGES TO CREATE A FLAME-PROOF UMBRELLA FOR HIS HEAD, PLUS SOME SECTIONS OF WEBBING TO USE AS STEPPING STONES FOR HIS RACING FEET!!

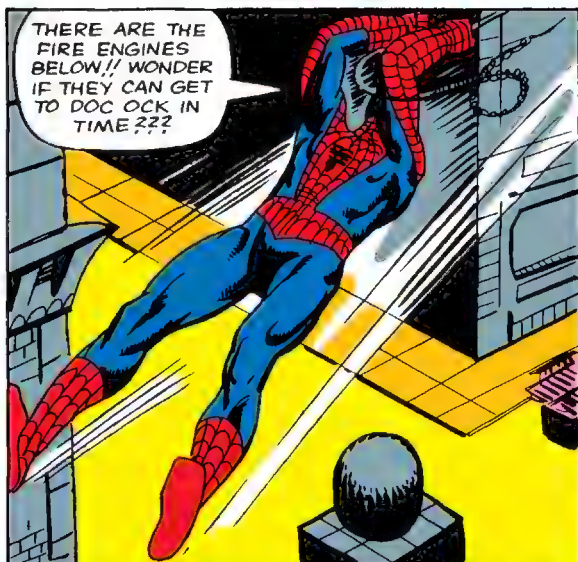


IT'S WORKING! NOW, IF I CAN JUST REACH THE WINDOW--!!

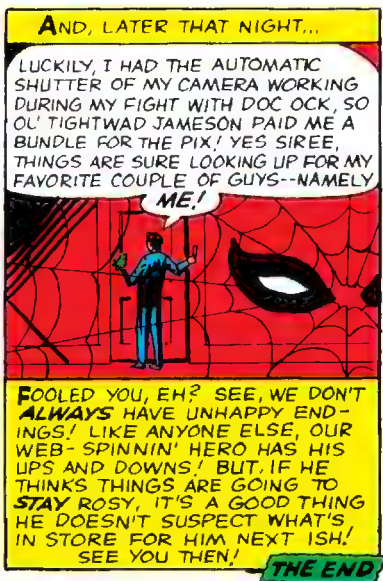
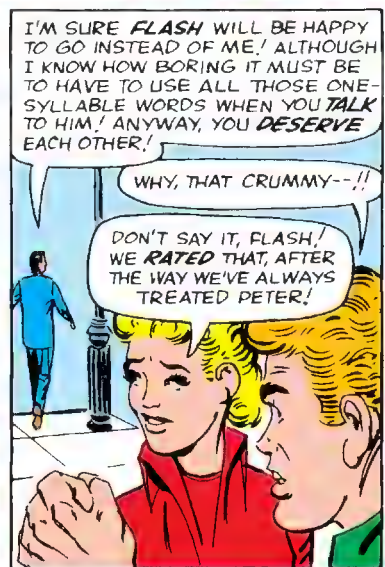
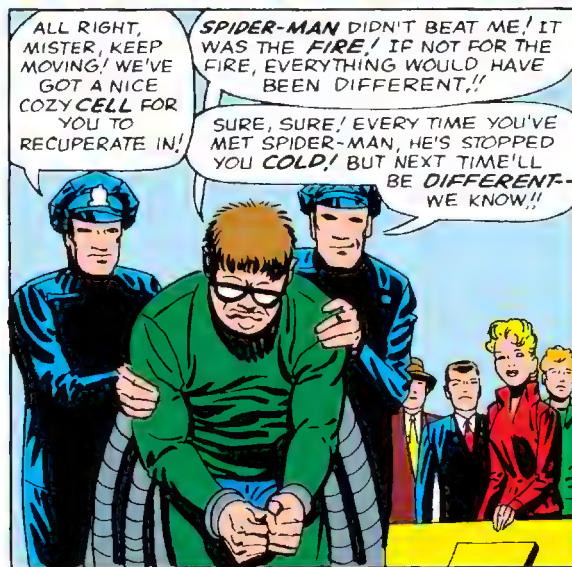
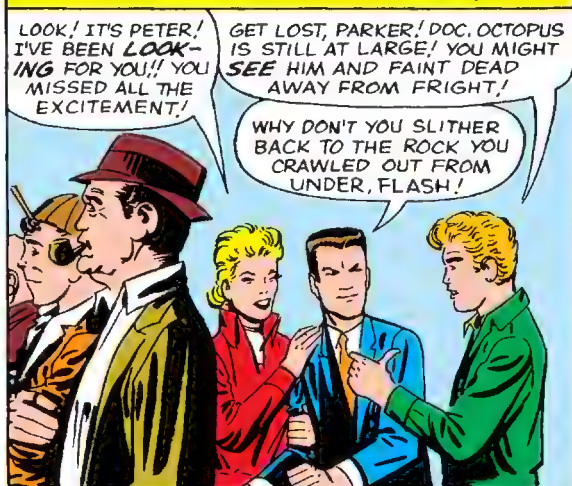


MADE IT!! I'LL CLING TO THE WALL OF THIS BUILDING NEXT DOOR AND SWING TO SAFETY FROM HERE!

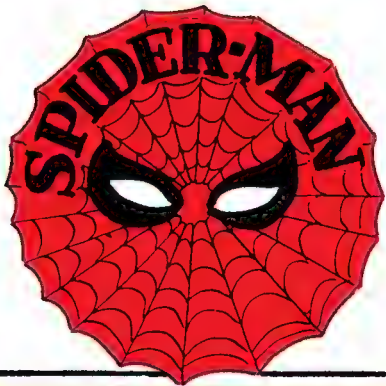




REACHING THE STREET, SPIDER-MAN DUCKS INTO A NEARBY DOORWAY, EMERGING SECONDS LATER AS OUR TEEN-AGE FRIEND, PETER PARKER!







# SPIDER'S WEB

Please address  
your letters to:  
**THE SPIDER'S WEB**  
Third Floor  
655 Madison Ave.  
New York 21, N. Y.

Dear Stan and Steve,

Please don't change Spider-Man. He seems so human right now. I know that people can be as aggravating as his schoolmates are to him. He is too busy to conform to their personal code, so as he is different, they scorn him. Don't they have anything better to do? I have the same problem so I feel akin to Spider-Man. I also like the problem he has of not having anyone to confide in. We all have an Aunt May, but though she may have our best interests at heart, I think there are always some things we keep to ourselves. (Such as Pete not telling her he's Spider-Man.) I enjoyed the Vulture's Return very much. As I was reading the letter column I saw a letter by Sidney Wright. He thinks Spider-Man (rather Peter Parker) should have a girl friend to side with him. I disagree. Every super-hero has someone to defend him. What makes Spider-Man different is that he must battle alone through life.

Jodene Green Acciavatti  
1754 Beacon St.  
Brookline 46, Mass.

**Poor Spidey! Not only do the villains hate him,  
but now even his fans want him to suffer alone!**

Dear Stan and Steve,

It'll sure be a long time before you make a cover as wonderful as you did on issue #8. I'll never understand how such a good cover was put on such a crummy story. Then on issue #9 -- a crummy cover was put on a good story. Boy, you guys are mixed-up!

Doug Garlinger  
872 N. West St.  
Winchester, Ind.

**We never denied it, Doug!**

Dear Stan and Steve,

Of all the Spider-Man yarns I have read thus far (and I've read them all), SPIDER-MAN #9 takes the cake. None of the others, although masterpieces in themselves, can claim having the best-written story ever presented as was the case with this ish. Instead of just rambling on a few more chapters of praises as I could easily do, I'd just like to sum up my feelings about Spider-Man with the following phrase: Spider-Man was the smash hit of fandom for 1963, true, but if the stories are anything like that presented in #9, he will cop this honor in 1964. Many thanks and keep up the tremendous work in the future to maintain fandom's greatest character.

Paul Feola  
1050 Waverly Ave.  
San Antonio 1, Texas

**Don't worry, Paul, we'll keep it up. Know why?  
We just saw the greatest little sports car . . .**

Dear Stan and Steve,

I would like to know why whenever Peter Parker gets the spider sense we see half of his spider mask on his face? And why doesn't anybody else notice it?

John Rochrig  
521 E. Pasadena  
Peoria, Ill.

**It's just symbolic, John. It doesn't really show.  
It's just to let you, the reader, know that Pete's  
spider sense is tingling.**

Dear Stan and Steve,

Good grief! Someone once remarked that you at Marvel are the bane of fanzine editors, for no sooner do we print something than it's out of date! While quality is your most important product, progress runs a close second. Marvel magazines and characters are NOT ill-written, not stereotyped, not conventional, and certainly not static!

Paul Moslander  
1208 31 Avenue  
San Mateo, Calif.

**But, now that we know what we're NOT -- we're  
waiting to learn what we ARE!**



Dear Stan and Steve,

SPIDER-MAN #8 was different and although good, somewhat of a letdown. "Spider-Man vs. the Human Torch" made Spider-Man look like a trouble-maker. What in heck was he doing charging in on Torch's party? No reason at all -- no wonder the Torch has it in for him. I feel this gave my favorite hero a bad name. In the other Spider-Man/Torch upsets, it was a two-way conflict. Please try to refrain from giving Spider-Man a wise guy attitude. However, the Living Brain story was your usual great work! Here's a new, original type of foe I dig. Ditko's action scenes, which I've come to love, were a-plenty and the story plot was tops! I was really in there cheering for Peter Parker to bust Flash Thompson. I've been biting my nails waiting for this battle and you handled it nicely. Now over to TALES OF SUSPENSE #49. This issue made me an even bigger fan of the Angel. As I've said before, he's the best of the X-Men. The plot was a wonderful idea and was one of the best Iron Man stories. Iron Man's getting better with each issue. STRANGE TALES #116 was the best ish yet of your past issues. Where have you been hiding Dick Ayers? His artwork is really great! He does the Thing and the Torch better than Jack. It looked as though he was really inspired and here's my scream for more. I can't get over it -- the art alone was enough to force me into getting two copies. A fabulous cover too! As for the story, it was great! This one had a great deal of suspense and worked through an interestingly different plot. Dr. Strange was a weirdo. I was never one of his devoted fans but with this issue, you've sold me. F.F. #22 was your best this time around. This already fabulous group has risen to new heights with the introduction of the Invisible Girl's new powers. As of this issue, she's a valuable member. The Mole Man's return was handled smoothly and provided for an even better story than his first appearance. Jack's artwork was back to normal after last issue's letdown, and in his best style! No doubt about it, this was a great issue!

Wayne Warfield  
Box 326  
Aberdeen, Md.

**Whew! Web-spinners. if you think this is a long  
letter, you shoulda seen it before we CUT it!**

CONTINUED . . .



Dear Stan and Steve,

The dictionary describes "magnificent" as "grand in appearance, splendid; exalted, noble." I must say it describes your mag also! As for the AMAZING SPIDER-MAN, I describe him as — my favorite and very original. However, I do think that Spider-Man should keep his temper quiet with the F.F. I also think that a romance between Sue Storm and Spider-Man would be very interesting. Keep up the very good work!

Charles Coryell  
605 Gray St.  
Joplin, Mo.

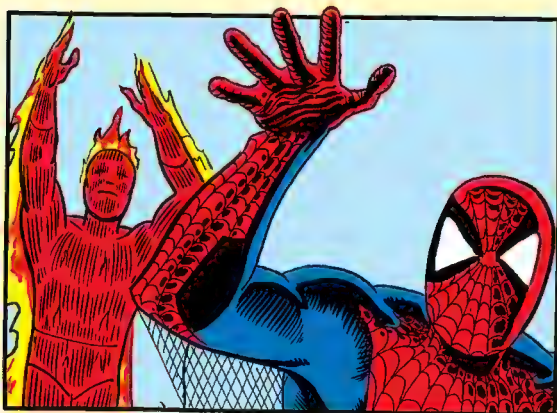
*Sue Storm is a little too old for Spidey, Charles. But maybe we could arrange a flirtation between her and J. Jonah Jameson, huh?*

Dear Stan and Steve,

In the STRANGE TALES ANNUAL the "Spider-Man vs. Human Torch" story was simply great. I hope that we will see a series of Torch vs. Spider-Man battles. I wish Spider-Man would become a member of the Avengers even if he's a member temporarily. The reason is because then the Avengers and the Fantastic Four could have an episode together trying to stop the Human Torch and the Amazing Spider-Man from battling each other!

Victor Tung  
259-03 80th Ave.  
Floral Park, N.Y.

*We still prefer Spidey as a loner ourselves, and we think most of our fans agree — or DO you?*



Dear Stan and Steve,

I have just finished reading AMAZING SPIDER-MAN #8 and I consider it the best issue I've read yet. To begin with, the cover was terrific (good place to begin). Using red on a yellow field looks great and I hope to see it more often. I liked the idea of not showing any one scene on the cover. It seemed more spectacular that way. The first story was great! I was glad to see two stories. But you shouldn't have interrupted the fight with the parts about the Human Brain being stolen. Also, you should have let Peter win the fight fair and square. The fight scenes were great! And I really got a kick out of panel 4 on page 6. I didn't like the second story. You made Spider-Man seem like a conceited show-off. Please don't have him crashing any more parties!

Richard Vincent  
#5 1395 Yost St.  
Aurora, Colo.

*Okay, if you want him to be a wall-flower. . . (But actually, Dick, we AGREE with you. We don't approve of party crashing either, and Spidey won't do it again!)*

Dear Stan and Steve,

You've done it again. This is the best issue yet — SPIDER-MAN #9. It topped everything in the past with the exception of the Spider-Man vs. Vulture fight in J. J. Jameson's offices, and Pete Parker's punching Flash Thompson. This Electro is one of the sharpest villains to come along in anybody's mag! The uniform is really

flashy — nice and colorful which is what I like. It shows the usual originality that goes along with all Marvel mags. The Spider-Man vs. Electro battles were really good. There was a lot of action and drama in this ish. Of course, that old hypocrite J. J. Jameson was good as a comic relief. The last couple of pages in Jameson's offices, were a riot. Old J. J. raging, Pete coming in with the pix, and, all of a sudden, everything is sweetness and light. Love your mag — keep up the fine work.

Dave Cockrum  
Braiden Hall  
Fort Collins, Colo.

*It's a deal! You keep buyin', and we'll keep workin'!*

## SPECIAL ANNOUNCEMENTS SECTION:

- Okay, here we are! Now, what'll we talk about?
- Well, for a starter, we'd like to ask your opinion. As you know, last issue and this one both had Doc Ock as a villain. What do you think of the idea of occasionally featuring a villain for two issues in a row? Like it? We'll wait to hear from you.
- We've received many letters from fans who feel that Betty is too old to be dating Pete. Although, we tried to explain this in the past, for those who've missed the point, we'll tackle it again — Betty is actually a few months YOUNGER than our hero. She had to leave school and take a job because she needed the money, and she intends to complete her education at night when she gets the chance. She only SEEMS older because Pete is a high school senior while she is a working girl. Okay?
- By the way, do you like Betty's new hairdo? Hope so, because Stan had to argue with Steve for months before Mr. D. would make the change! (He claims it's tough enough having to draw those millions of little webs all the time, without being a hair-style expert too!)
- As for ol' Doc Ock, even though he's on his way to jail now, we all know that popular super-villains never seem to STAY there, so don't be too surprised some day in the future. . . .
- By the time you read this, our newest mag, DARE-DEVIL, should be on sale. Putting that thing out was like a comedy of errors! We lost some pages of the script, we missed our first deadline, we couldn't decide on his costume till the last minute, and we did the cover over a zillion times! So, with all these things against it, it'll probably end up being a surprise HIT! (We hope). We tried to tell the story in the new-famous Spider-Man style, and are very anxious to hear how you like it. 'Nuff said.
- Now, just a word about our sister mag (or should it be BROTHER mag?) THE FANTASTIC FOUR! Ish #26, on sale now, presents the wrap-up of the greatest fight ever seen in comics — the titanic, never-to-be-forgotten battle between the HULK and the THING! And, what's more, it also features THE AVENGERS! If you don't think it's just about the greatest 12¢ worth ever, let us know and we'll — cry our eyes out!
- And now, here it is — our preview of SPIDER-MAN #131 (Ta ta ta ta, ta taaaa!) We figure it's time to introduce a brand-new super villain! (And for those of you who say we use the word "super" too much, what ELSE can we call him??) Next ish you're gonna see the most rootin'-tootin' swingin' wing-dingin'est arch-foe you ever did see! So, fold your little webs neatly away for now, and be with us again next ish! We HATE to be stood up!







MARVEL  
COMICS  
GROUP **12¢**

# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

13  
JUNE

WE'VE *DONE IT!*  
WE'VE CREATED  
THE GREATEST  
VILLAIN OF ALL  
FOR OL' SPIDEY!

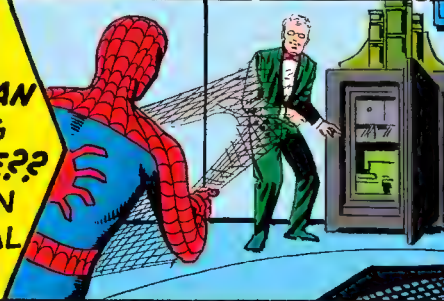
## MYSTERIO!

WHO,  
OR  
WHAT  
IS  
HE?



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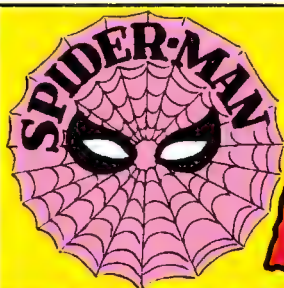
WHAT'S  
THIS??  
SPIDER-MAN  
TURNING  
TO *CRIME??*  
YOU'RE IN  
FOR A REAL  
SHOCK!



EVER SEE A  
COMIC MAG  
SUPER-HERO  
TAKE HIS  
TROUBLES  
TO A  
*PSYCHIATRIST?*  
YOU WILL  
NOW!







# "THE MENACE OF... MYSTERIO!"

CAN WE BELIEVE OUR EYES?  
HAS THE AMAZING SPIDER-MAN  
TURNED TO CRIME?

THE EDITORS SINCERELY FEEL THAT  
THIS MAY WELL BE ONE OF THE MOST  
GRIPPING TALES OF THE YEAR!

PRESENTED WITH PRIDE BY  
ONE OF THE MOST FAMOUS  
TEAMS IN COMICS:

STAN LEE, AUTHOR  
STEVE DITKO, ARTIST  
LETTERED BY: ART SIMEK

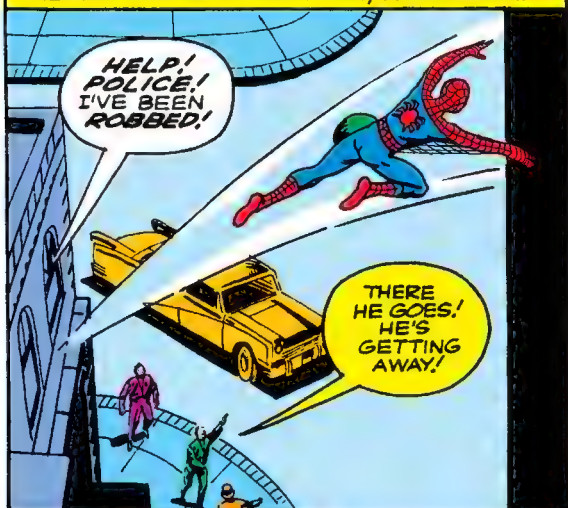


BEFORE VERY LONG, YOU ARE ABOUT  
TO MEET A STARTLINGLY DIFFERENT  
BREED OF ARCH-VILLAIN! EXPECT  
THE UNEXPECTED WHEN YOU SEE...

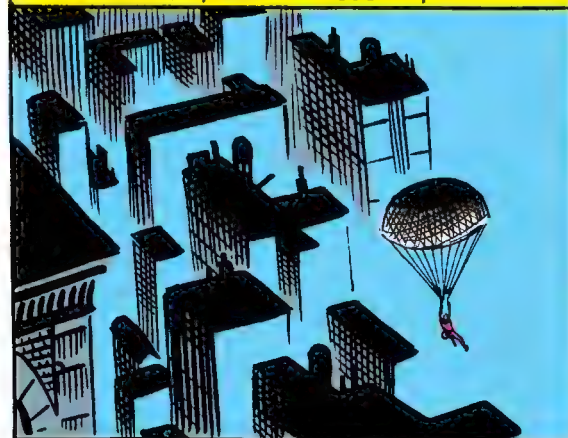
## "MYSTERIO!"



OUR TALE BEGINS WITH THE SHOCKING SUDDE-  
NESS OF A SUMMER STORM, AS WE SEE...



SECONDS LATER, HIDDEN BY A SLOW, ROLLING FOG WHICH SPREADS OVER THE CITY, BLOT-  
TING OUT THE MOONLIGHT, THE COLORFUL FIGURE  
DRIFTS SILENTLY TO THE GROUND, USING A  
HASTILY-IMPROVED PARACHUTE MADE OF  
THIN, STRONG WEBBING!



THEN, AFTER THE WATCHMEN HAVE FREED  
THEMSELVES...





**THE NEXT DAY, SCENES LIKE THIS TAKE PLACE ALL OVER THE NATION...**

**READ ALL ABOUT IT! SPIDER-MAN WANTED BY POLICE!**

**IT'S UNBELIEVABLE! WHY WOULD HE DO IT?**

**HE PROBABLY DECIDED TO CASH IN ON ALL HIS SUPER POWERS-- THE CRUMMY CROOK!**

**MY CHILDREN HAD ALWAYS ADMIRER HIM! THIS WILL BE SUCH A SHOCK TO THEM!**

**IT'S A GREAT SHOCK TO ALL OF US!**

**HE MUST BE NUTS IF HE THINKS HE CAN GET AWAY WITH A ONE-MAN CRIME WAVE, NO MATTER HOW POWERFUL HE IS!**

**THE POLICE WILL SURE HAVE A TOUGH JOB GETTING HIM, BUT THEY'LL DO IT, SOONER OR LATER!**

**DAILY BUGLE**

**AND, IN THE OFFICE OF J. JONAH JAMESON, PUBLISHER OF NOW MAGAZINE AND THE DAILY BUGLE...**

**FIND ALL THE OLD EDITORIALS I WROTE, ACCUSING SPIDER-MAN OF BEING A MENACE! I WANT TO REPRINT THEM NOW, SO PEOPLE CAN SEE HOW RIGHT I WAS!**

**I CAN'T BELIEVE THIS OF SPIDER-MAN! I STILL REMEMBER HOW HE ONCE SAVED MY LIFE...!**

**\* SPIDER-MAN \* II - EDITOR.**

**AND, IN THE SCHOOL YARD OF MIDTOWN HIGH...**

**SPIDER-MAN SURE HAD ALL OF US FOOLED!**

**WHEN I THINK HOW WE MADE A HERO OF HIM--WHAT FOOLS WE WERE!**

**GEE, I DON'T KNOW, LIZ! WE CAN'T BE POSITIVE! HE MAY STILL BE INNOCENT!**

**KNOCK IT OFF, FLASH! HE'S GUILTY AND YOU KNOW IT!**

**AND NOW, THE MOMENT WE'VE BEEN WAITING FOR! LET'S VISIT SPIDER-MAN HIMSELF-- IN HIS EVERYDAY IDENTITY AS PETER PARKER, TEEN-AGE STUDENT...**

**THIS IS IMPOSSIBLE! IT'S INSANE! I KNOW I DIDN'T COMMIT THAT CRIME! AND YET-- THOSE WITNESSES! THAT EVIDENCE!**

**IT COULDN'T HAVE BEEN AN IMPOSTER! NOBODY ELSE CAN SHOOT A WEB AS I DO-- OR CLIMB SHEER WALLS THE WAY I CAN WITH MY SPIDER POWER!!**

**THERE'S ONLY ONE OTHER ANSWER-- BUT IT'S TOO AWFUL TO THINK ABOUT--**

**AM I BECOMING A SPLIT- PERSONALITY?? LIKE DR. JEKYLL AND MR. HYDE?? PERHAPS I DID IT IN MY SLEEP-- WITHOUT KNOWING??!**



**MINUTES LATER, IN THE KITCHEN...**

GOSH! SORRY, AUNT MAY--THAT'S THE SECOND DISH I'VE DROPPED TODAY!

PETER DEAR, YOU DON'T SEEM TO BE YOURSELF! IS ANYTHING WRONG?

YOU'RE NOT WORRIED BECAUSE OUR SAVINGS ACCOUNT IS ALMOST GONE, AND IT'S GETTING HARDER TO PAY THE MORTGAGE EACH MONTH, ARE YOU? WE'LL MAKE OUT SOMEHOW, DEAR!

I KNOW, AUNT MAY! MAYBE I'VE BEEN STUDYING TOO HARD! I'LL JUST TRY TO GET SOME SLEEP!

**AND, AS PETER GOES UP TO HIS ROOM...**

THE POOR DEAR! I WORRY ABOUT HIM SO! HE'S NOT AS ROUGH AND THICK-SKINNED AS MOST OTHER BOYS! HE'S SENSITIVE--AND HE WORRIES MORE THAN HE'LL ADMIT!

**AUNT MAY IS CORRECT! PETER PARKER IS WORRIED--ABOUT SOMETHING SHE'D NEVER SUSPECT!**

I NEVER THOUGHT THIS WOULD HAPPEN TO ME! I-I'M AFRAID TO SHUT MY EYES--TO GO TO SLEEP!

**BUT, EVENTUALLY, SLEEP DOES COME TO PETER PARKER, AND --THE NEXT MORNING, WHEN HE AWAKES...**

**BULLETIN! SPIDER-MAN HAS STRUCK AGAIN DURING THE NIGHT!**

OH NO!!

WHAT'S HAPPENING TO ME??! AM I LOSING MY MIND?? MAYBE I'M GOING MAD--DOING THINGS I CAN'T REMEMBER THE NEXT MORNING??!

THERE'S ONLY ONE THING TO DO--ONLY ONE WAY TO FIND OUT--

**AND SO, A SHORT TIME LATER, IN THE OFFICE OF A NEARBY PSYCHIATRIST...**

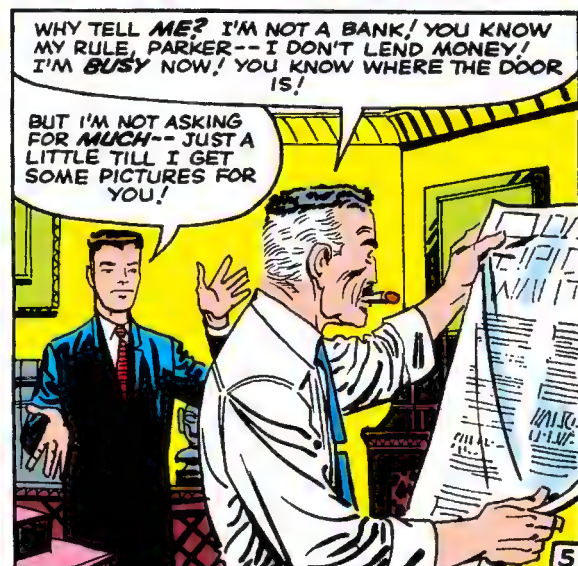
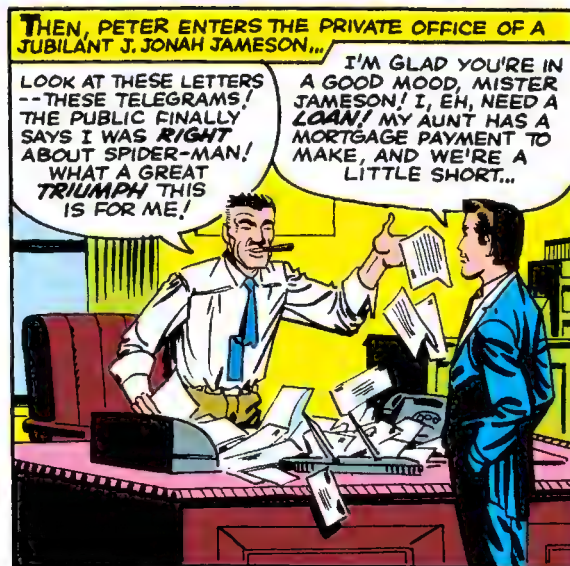
DON'T BE ALARMED, DOC! I JUST WANT TO KNOW **ONE** THING! CAN A PERSON DO SOMETHING IN HIS SLEEP THAT HE'D NEVER DO AWAKE?

**SPIDER-MAN!** IF I CAN MAKE A PATIENT OUT OF HIM, I'LL MAKE **MEDICAL HISTORY!** IMAGINE, A MYSTERIOUS SUPER-HERO WHO'S A MENTAL CASE!

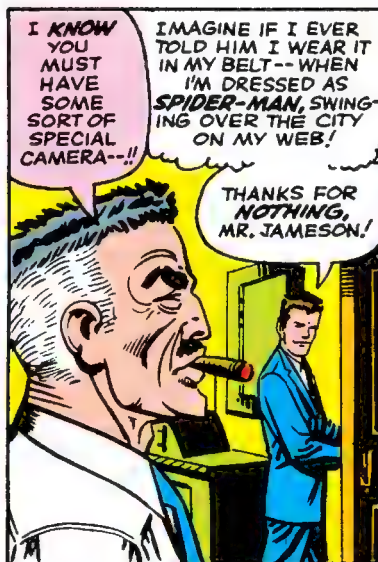
I THINK I CAN HELP YOU! JUST COME DOWN FROM THAT WALL AND LIE DOWN ON THE COUCH! I'LL TRY TO PROBE INTO YOUR SUB-CONSCIOUS! DON'T BE NERVOUS!

OKAY, DOC-- BUT NO TRICKS, HEAR?

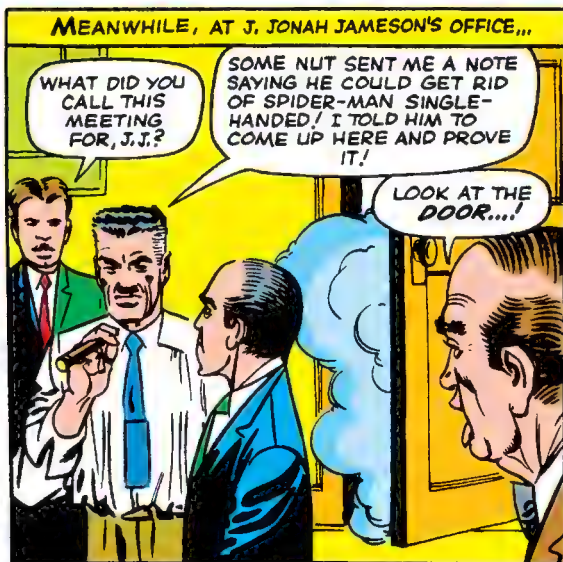
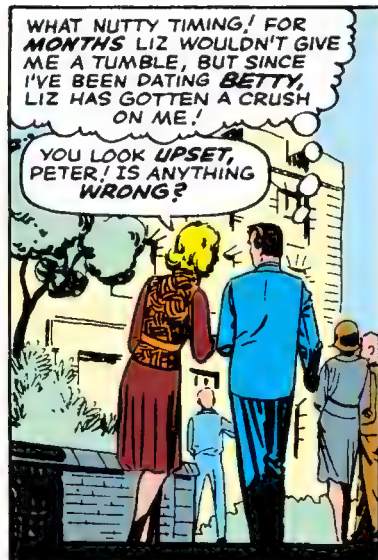




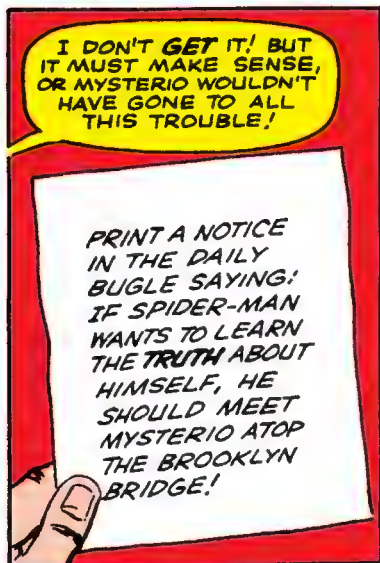
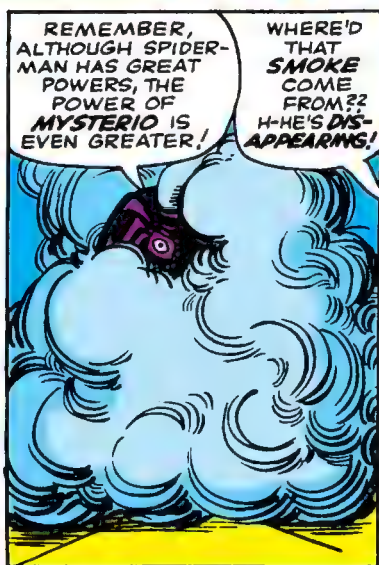














**THE NEXT DAY...**

DID YOU SEE THAT NOTICE IN THE **BUGLE** TODAY? I WONDER WHO **MYSTERIO** IS?

I DON'T KNOW, BUT ANYONE WITH SUCH A CORNY NAME MUST BE A **PHONY!**

THIS MAY BE THE CHANCE I'VE BEEN WAITING FOR! MAYBE **MYSTERIO** KNOWS WHAT'S BEHIND THE "**SPIDER-MAN CRIME WAVE**"! I'VE GOT TO MEET HIM!

**WITHIN MINUTES, ONE OF THE WORLD'S MOST FAMOUS, MOST CONTROVERSIAL COSTUMED FIGURES APPROACHES THE BROOKLYN BRIDGE IN HIS OWN AMAZING MANNER...**

I HOPE THE WHOLE THING ISN'T JUST A GAG-- BUT I CAN'T AFFORD **NOT** TO CHECK IT OUT!

I'VE GOT TO MOVE CAUTIOUSLY, IN CASE IT'S A TRAP! BUT HOW CAN IT BE?? THERE'S NO ONE IN SIGHT!

**AND THEN, SUDDENLY-- UNEXPECTEDLY-- A FIGURE APPEARS!!**

I AM **MYSTERIO**! I AM THE ONE WHO WILL, SINGLE-HANDEDLY, **DESTROY SPIDER-MAN!**

IT **WASN'T** A GAG! BUT IF THAT COSTUMED CLOWN THINKS I'M A SITTING DUCK, HE'S GOT ANOTHER THINK COMIN'!

I DON'T KNOW WHAT YOUR **GAME** IS, **MYSTERIO**, BUT-- **HEY!**

OVER-CONFIDENT FOOL! MY POWER IS GREATER THAN **YOURS!**

SEE HOW EASILY I CAN AVOID YOUR ATTACK WHILE SPRINGING BEHIND YOU AND LAUNCHING ONE OF MY OWN!

OH... OH...



BUT, HAVING THE PROPORTIONATE STRENGTH AND AGILITY OF THE INVERTEBRATE FOR WHOM HE HAS NAMED HIMSELF, **SPIDER-MAN** QUICKLY RECOVERS AND THEN...

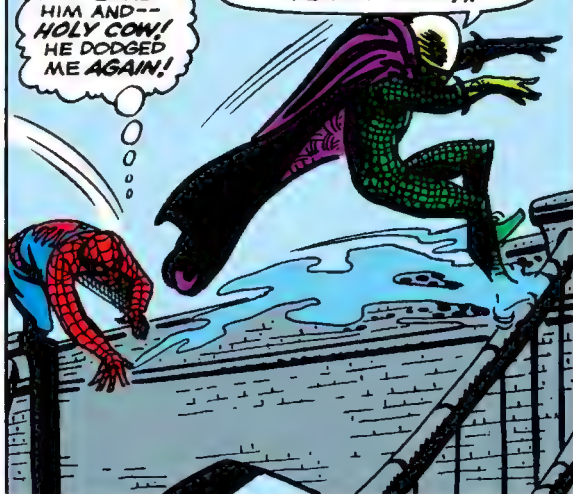
WHAT'S **WRONG**, MYSTERIO??  
I DON'T HEAR YOU BRAGGING **NOW**!

HOW DOES HE KEEP HIS BALANCE THAT WAY WITHOUT FALLING?? I'LL BET HIS SHOES ARE MAGNETIZED!



WELL, I'LL JUST GRAB HIM AND--  
**HOLY COW!**  
HE DODGED ME AGAIN!

DID YOU THINK YOU COULD BEAT MYSTERIO WITH ONE MEASLY BLOW?!!

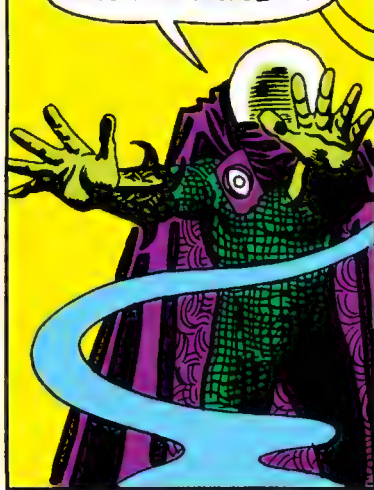


THAT'S WHAT I **GET** FOR PULLING MY PUNCH BECAUSE I WANT TO TAKE HIM ALIVE!

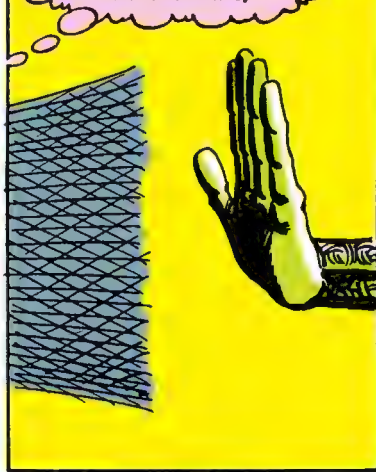
WELL, IF A **WALLOP** CAN'T BEAT YOU, LET'S SEE WHAT A **WEB** CAN DO!



I **TOLD** YOU MY POWER WAS GREATER! NOW WATCH ME **PROVE** IT!



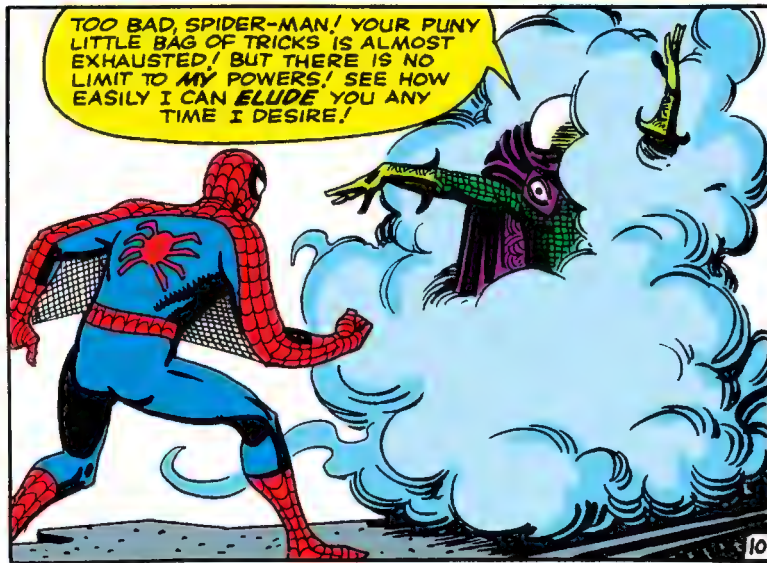
I DON'T **GET** IT!! AT ONE GESTURE HE SEEMS TO BE STOPPING MY WEB IN MID-AIR!



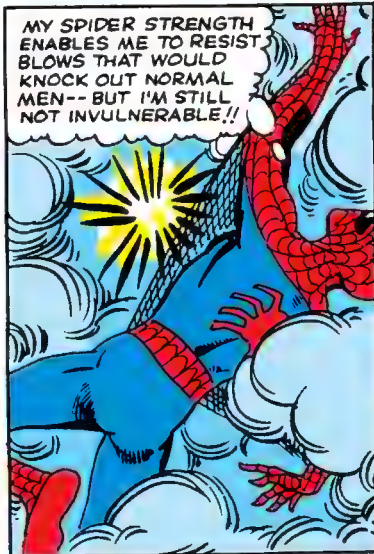
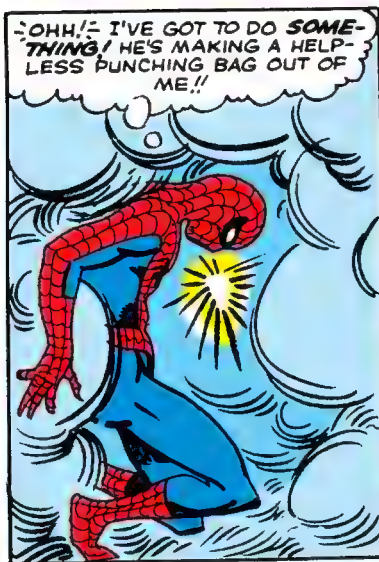
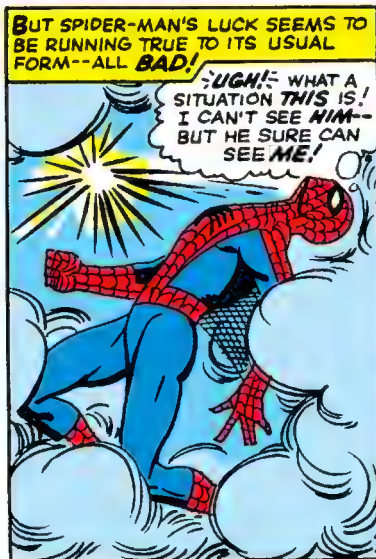
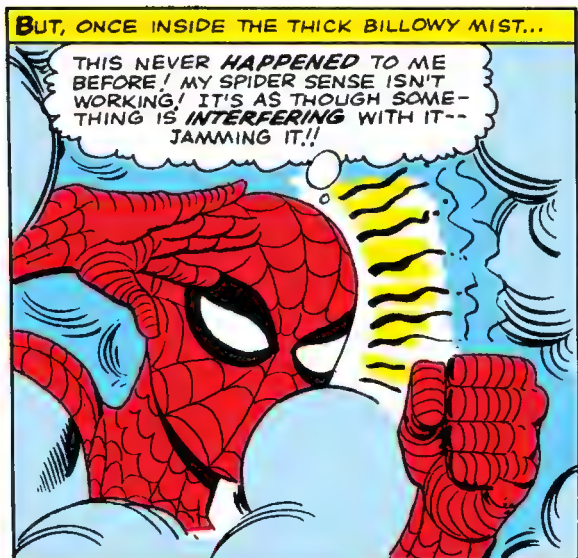
THE WEB IS **DISSOLVING--VAPORIZING**!! AS THOUGH IT'S BEEN SPRAYED WITH A FINE CHEMICAL MIST, TOO SMALL FOR THE EYE TO SEE!



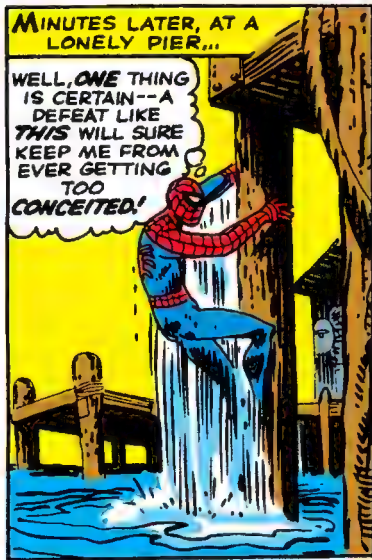
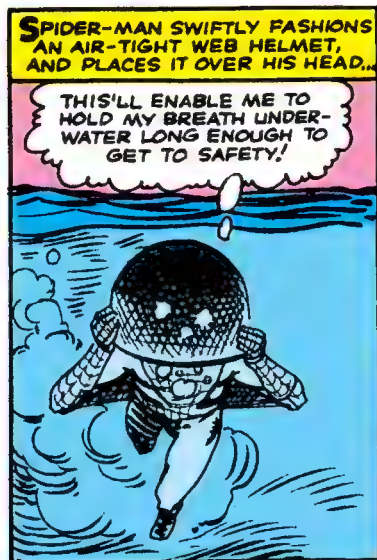
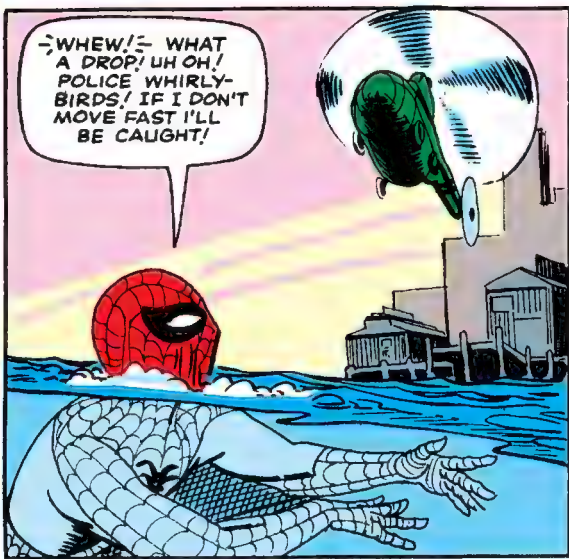
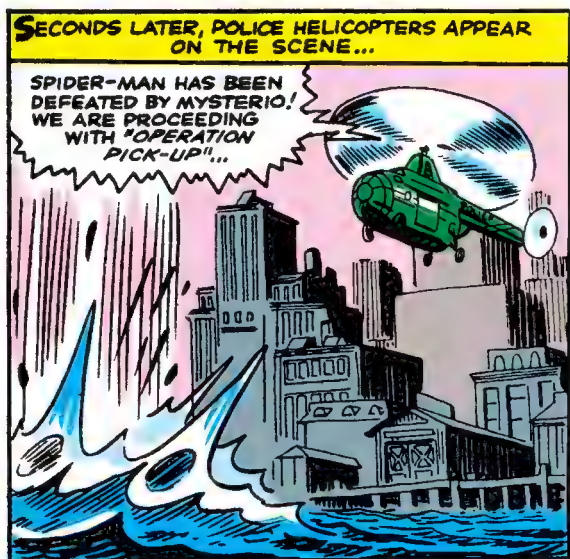
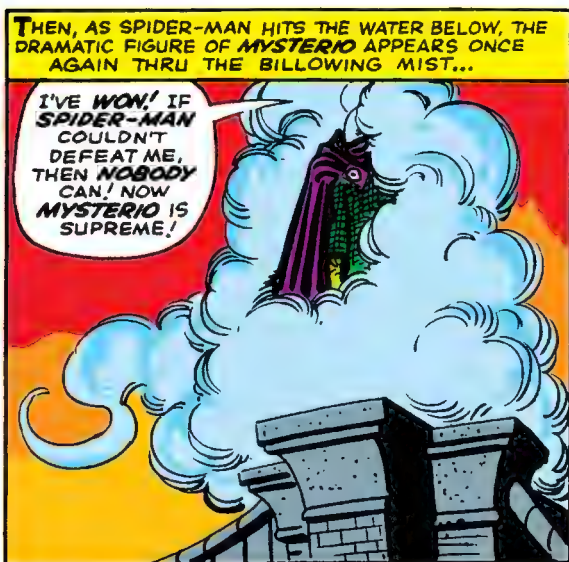
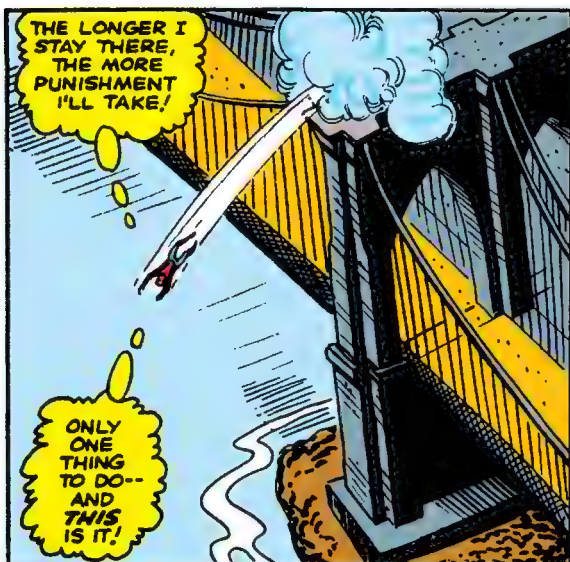
TOO BAD, SPIDER-MAN! YOUR PUNY LITTLE BAG OF TRICKS IS ALMOST EXHAUSTED! BUT THERE IS NO LIMIT TO **MY** POWERS! SEE HOW EASILY I CAN **ELUDE** YOU ANY TIME I DESIRE!





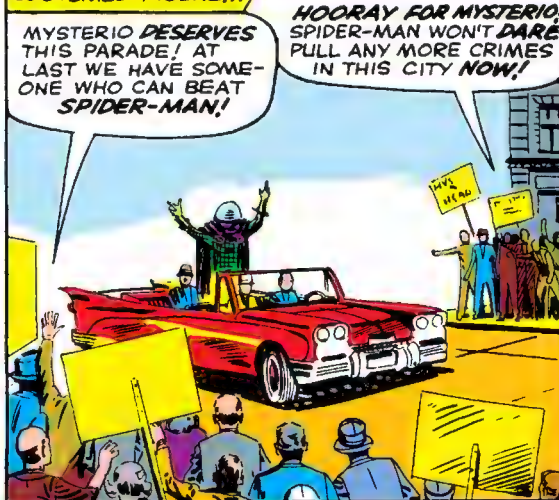




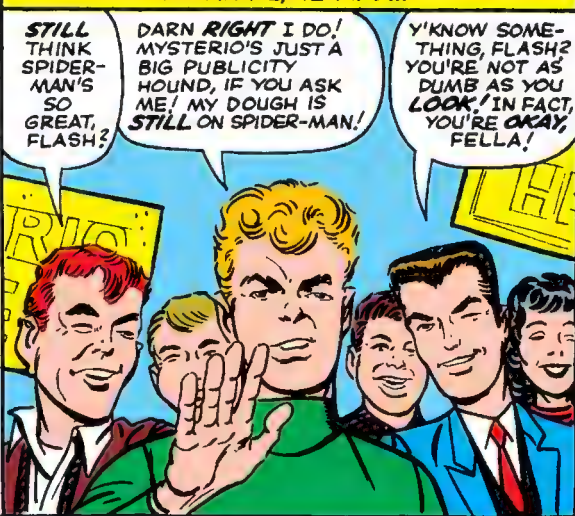




THE NEXT DAY, CROWDS LINE FIFTH AVENUE AS A MOTORCADE DRIVES BY, LED BY A HAPPILY WAVING COSTUMED FIGURE...



AND AMONG THE TEEN-AGERS WATCHING THE PARADE, WE FIND...

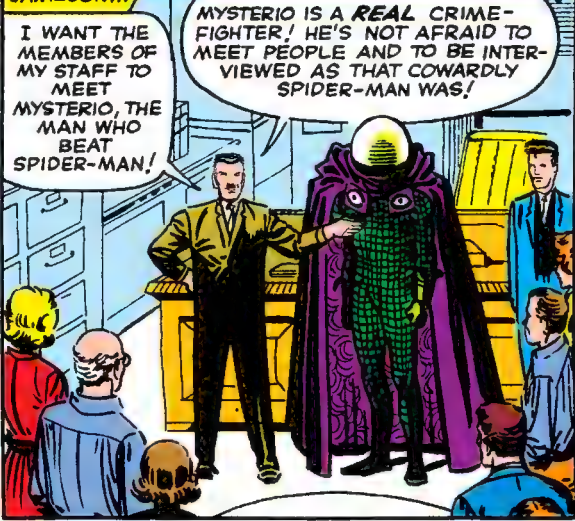


LOOK, PUNY PARKER, I DON'T NEED COMPLIMENTS FROM YOU! AND WHILE WE'RE TALKIN', I WANNA WARN YOU TO STAY AWAY FROM LIZ ALLAN! SHE'S MY GIRL FRIEND!

REALLY? TOO BAD. SHE DOESN'T SEEM TO THINK SO! BUT DON'T WORRY, BRIGHT EYES, YOU CAN HAVE HER!



A SHORT TIME LATER, AT THE OFFICE OF J. JONAH JAMESON...



AND ONCE MYSTERIO HAS DEFEATED SPIDER-MAN FOR GOOD, HE WILL REVEAL HIS TRUE IDENTITY EXCLUSIVELY TO MY NEWSPAPER! IT'LL BE THE SCOOP OF THE CENTURY FOR ME! RIGHT, MYSTERIO?

RIGHT! JUST SO LONG AS YOU REMEMBER THE MONEY YOU PROMISED ME!

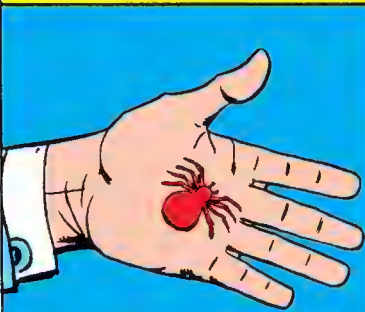


MYSTERIO, I WANT YOU TO MEET PETER PARKER! DON'T LET HIS AGE FOOL YOU! DESPITE HIS YOUTH, HE'S THE BEST PHOTOGRAPHER I'VE GOT! I'LL EXPECT HIM TO TAKE SOME GREAT PICTURES OF YOUR NEXT FIGHT WITH SPIDER-MAN!

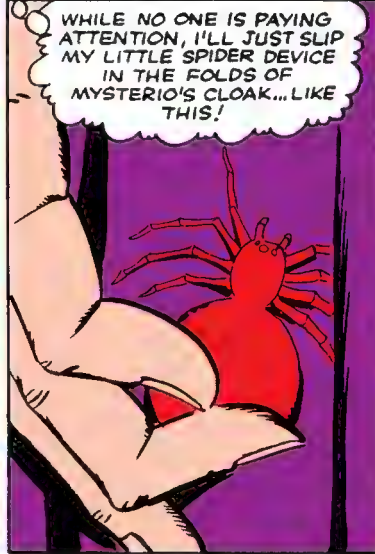




BUT, UNNOTICED BY ANYONE IN THE ROOM, PARKER'S LEFT HAND CONTAINS A SMALL ELECTRONICALLY TREATED SPIDER PIN\*...



\*THE SAME TYPE OF DEVICE USED IN *SPIDER-MAN#11*, WHICH ENABLED HIM TO TRACK THE GETAWAY CAR OF *DR. OCTOPUS!* — EDITOR.



WHILE NO ONE IS PAYING ATTENTION, I'LL JUST SLIP MY LITTLE SPIDER DEVICE IN THE FOLDS OF MYSTERIO'S CLOAK... LIKE THIS!



NOW I'LL BE ABLE TO TRACE HIS MOVEMENTS! THERE'S MORE TO MYSTERIO THAN MEETS THE EYES-- AND I'M GONNA FIND OUT WHAT IT IS!



THEN, AS PETER LEAVES JAMESON'S OFFICE...

I'M GLAD TO SEE YOU SMILING AGAIN, PETER! ARE YOU CELEBRATING SPIDER-MAN'S DEFEAT, ALSO?

NOT EXACTLY, BETTY!



IN FACT, I'M NOT SO SURE THAT SPIDER-MAN HAS BEEN DEFEATED! WELL, I HAVE TO RUSH NOW! SEE YOU LATER...

YOU'RE NOT SURE---?? BUT...



HMM! HE'S NEVER BEEN SO ANXIOUS TO LEAVE ME BEFORE! CAN HE HAVE MET ANOTHER GIRL? I'VE NOTICED A PRETTY BLONDE WITH HIM OCCASIONALLY...

OH, STOP IT, BETTY BRANT! YOU'RE BECOMING JEALOUS!



WHILE BEHIND THE DOOR TO JAMESON'S OFFICE...

I SHALL LEAVE YOU NOW, JAMESON! IN MY OWN MANNER! FAREWELL-- TILL NEXT TIME!



HE'S GONE! FOR HEAVEN'S SAKE, JJJ, HOW DOES HE DO IT?

WHO CARES? THE IMPORTANT THING IS THAT I'VE FINALLY FOUND SOMEONE WHO CAN BEAT SPIDER-MAN! I FEEL LIKE CELEBRATING!



BUT JAMESON MIGHT NOT FEEL SO TRIUMPHANT IF HE COULD SEE A DRAMATIC FIGURE ON A NEARBY ROOFTOP, WAITING TO RECEIVE THE ELECTRONIC SIGNAL FROM HIS HIDDEN SPIDER PIN!

AH, MY SPYING DEVICE IS BEGINNING TO REGISTER NOW!



WITHIN MINUTES, A PIERCING SPIDER SIGNAL FLASHES IN THE NIGHT OUTSIDE OF A TV MOVIE STUDIO BUILDING...

HOLD IT, MYSTERIO! WE'VE SOME UNFINISHED BUSINESS TO TAKE CARE OF!

SPIDER-MAN! HOW--??

YOU DIDN'T THINK I'D LET YOU CHOOSE THE TIME AND PLACE FOR OUR NEXT FIGHT, DID YOU?

BAH! IT DOESN'T MATTER WHERE WE BATTLE! I CAN BEAT YOU HERE AS I DID ON THE BRIDGE BEFORE!

ALL I NEED DO IS CREATE MY CONCEALING MIST, WHICH MAKES YOU UNABLE TO SEE ME!

AND WHICH ALSO DULLS YOUR SPIDER SENSE SO YOU CAN'T BE PREPARED FOR MY BLOWS!

DO I MAKE MYSELF CLEAR, SPIDER-MAN??

OR DO YOU WANT STILL MORE PROOF?? I CAN DO THIS ALL DAY!

OKAY, I GET THE MESSAGE! I CAN'T COPE WITH YOUR BAG OF TRICKS! BUT ADMIT ONE THING-- IT WAS YOU WHO COMMITTED THOSE CRIMES, DISGUISED AS ME, WASN'T IT?

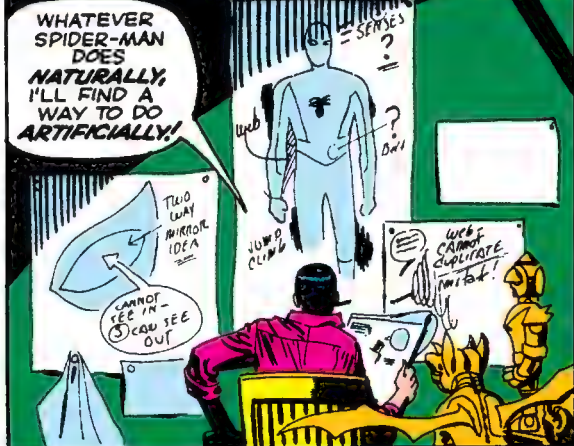
OF COURSE! ONLY I HAVE THE GENIUS TO IMITATE -- IN FACT, TO IMPROVE UPON, YOUR OWN POWERS!

"I MIGHT AS WELL TELL YOU THE WHOLE STORY--FOR I SHALL SEE TO IT THAT YOU NEVER TELL ANYONE ELSE! I USED TO BE A MOVIE STUNT MAN--AND THEN I BECAME A SPECIAL EFFECTS MAN FOR TV MOVIES! I DESIGNED ALL SORTS OF COSTUMES, AND PROPS! THEN, I GOT THE IDEA OF IMITATING YOU!"



"I SPENT MANY LONG WEEKS STUDYING ALL YOUR POWERS, ALL YOUR ABILITIES--EVERYTHING THAT WAS KNOWN ABOUT YOU! I WAS SURE I COULD DUPLICATE YOUR FEATS!"

"USING ALL THE SKILL I HAD ACQUIRED DESIGNING MOVIE PROPS, I MADE A GUN WHICH FIRED A NYLON CORD RESEMBLING YOUR OWN WEB! I DESIGNED SHOES AND GLOVES WITH SPECIAL SUCTION CUPS, ENABLING ME TO CLING TO WALLS!"



"MY PLAN SEEMED PERFECT! I COULD COMMIT ALL SORTS OF CRIMES, AND YOU WOULD GET THE BLAME! BUT THEN I GOT A STILL GREATER IDEA! I WOULD CREATE A SEPARATE IDENTITY FOR MYSELF! I'D CALL MYSELF MYSTERIO! AND THEN I'D BATTLE YOU! WHEN I DEFEATED YOU, I'D BE A NATIONAL HERO--FOR NO ONE WOULD KNOW THAT MYSTERIO IS BOTH THE CRIMINAL AND THE CONQUEROR!"

"MY HELMET IS BASED ON THE PRINCIPLE OF YOUR EYE PIECES! I CAN SEE OUT, BUT NO ONE CAN SEE IN!"

"I CREATED A FINE SPRAY MADE OF SPECIALLY TREATED ACID WHICH WAS FOR THE SOLE PURPOSE OF DISSOLVING YOUR WEB IF YOU SHOULD EVER USE IT AGAINST ME!"

"THE BOTTOMS OF MY BOOTS CONTAIN CHEMICAL SMOKE EJECTORS AS WELL AS MAGNETIC PLATE SPRINGS WHICH ENABLE ME TO DUPLICATE YOUR OWN AMAZING LEAPS!"



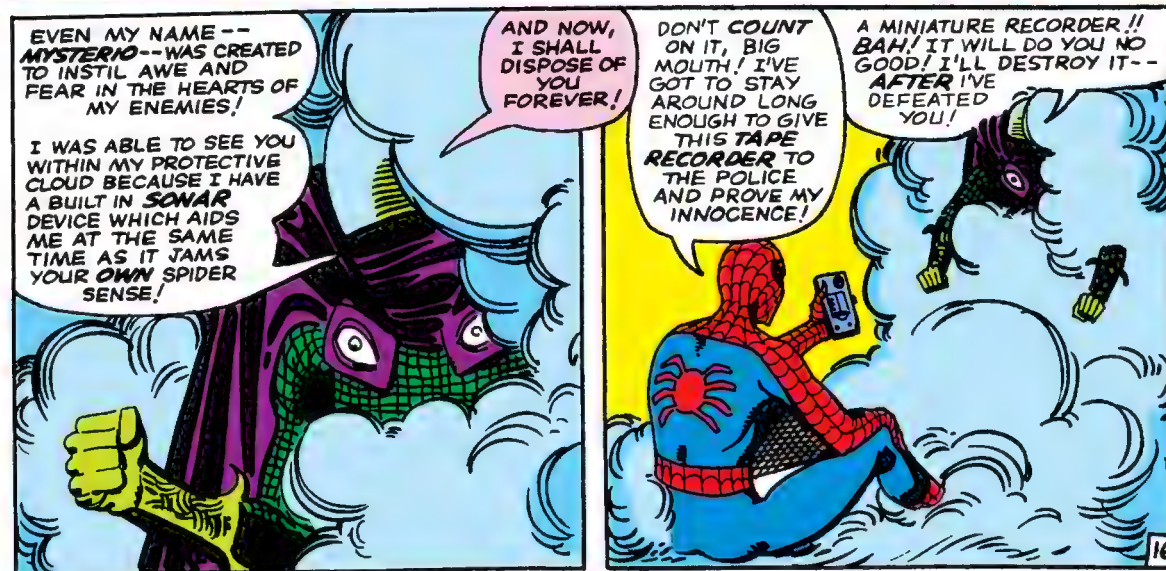
EVEN MY NAME--MYSTERIO--WAS CREATED TO INSTIL AWE AND FEAR IN THE HEARTS OF MY ENEMIES!

I WAS ABLE TO SEE YOU WITHIN MY PROTECTIVE CLOUD BECAUSE I HAVE A BUILT IN SONAR DEVICE WHICH AIDS ME AT THE SAME TIME AS IT JAMS YOUR OWN SPIDER SENSE!

AND NOW, I SHALL DISPOSE OF YOU FOREVER!

DON'T COUNT ON IT, BIG MOUTH! I'VE GOT TO STAY AROUND LONG ENOUGH TO GIVE THIS TAPE RECORDER TO THE POLICE AND PROVE MY INNOCENCE!

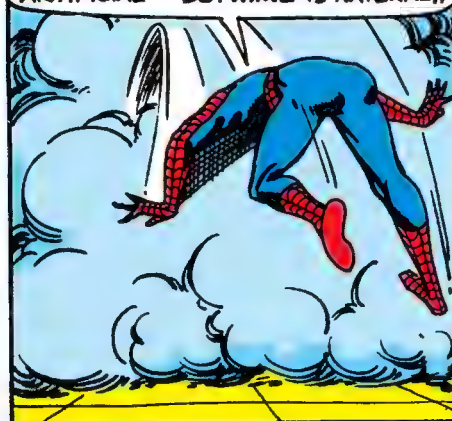
A MINIATURE RECORDER!! BAH! IT WILL DO YOU NO GOOD! I'LL DESTROY IT--AFTER I'VE DEFEATED YOU!





**BUT, IN A SPLIT-SECOND, SPIDER-MAN FLIPS BACKWARDS, OUT OF THE SPREADING MIST!**

NOT *THIS* TIME, MYSTERIO! REMEMBER ONE THING-- *YOUR* POWER IS ARTIFICIAL-- BUT *MINE* IS NATURAL!!



AND I'LL BET ON *MY* NATURAL SPIDER POWERS *ANY* TIME!

I'VE GOT TO CIRCLE AROUND-- TRY TO FIND HIM WITHIN THE MIST!



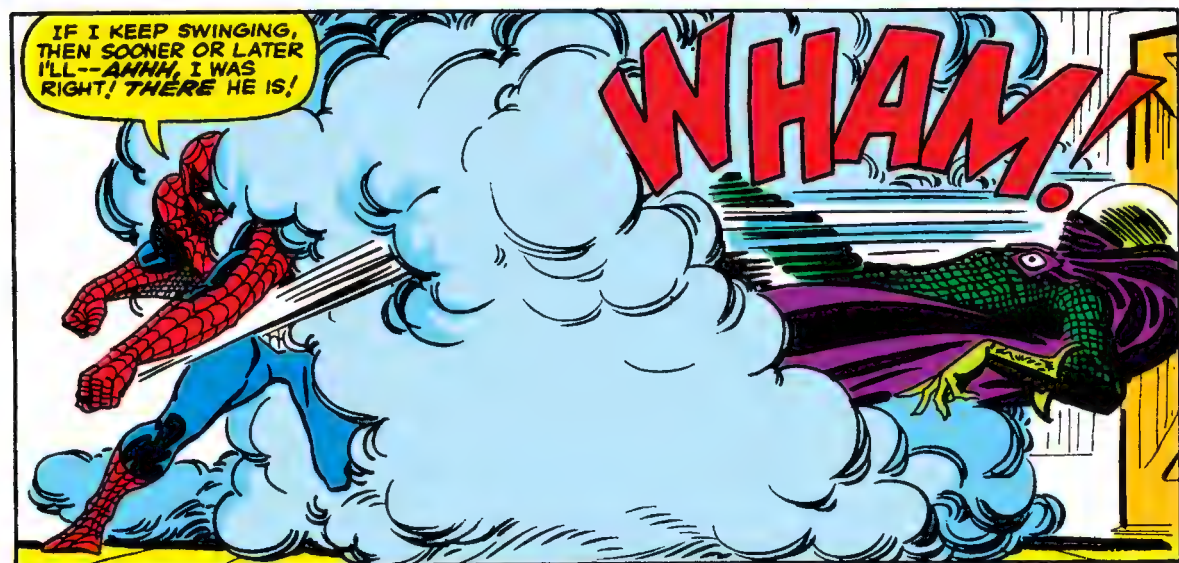
HAVE TO KEEP MOVING *FAST!* CAN'T LOSE THE ADVANTAGE!

HE'S NOT HERE--OR HERE! BUT HE'S GOT TO BE NEARBY!



IF I KEEP SWINGING, THEN SOONER OR LATER I'LL-- *AMHHH*, I WAS RIGHT! *THERE* HE IS!

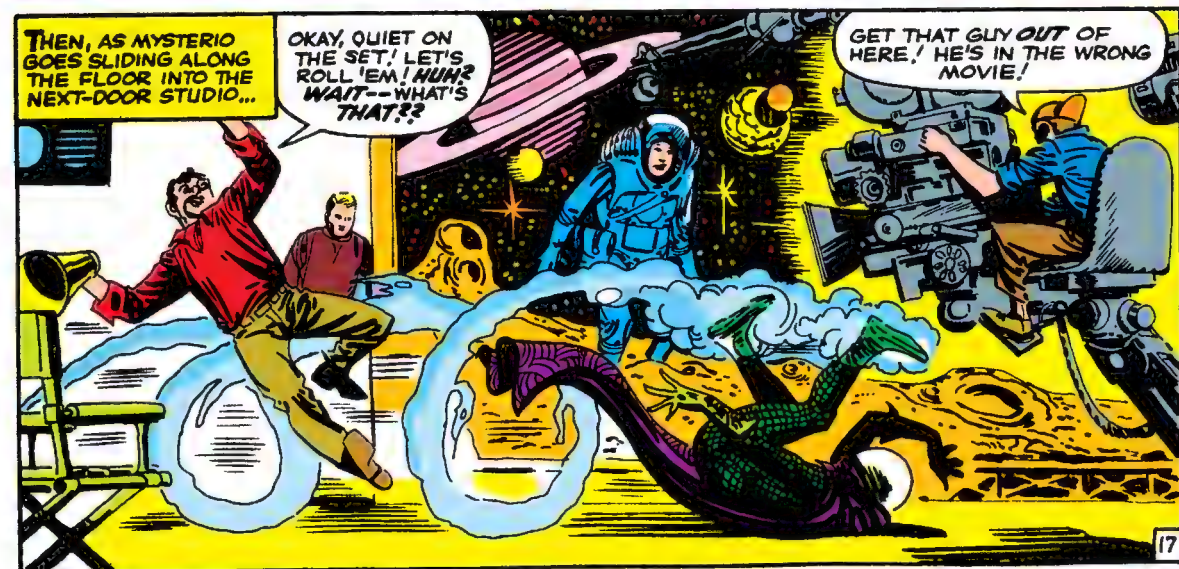
**WHAM!**



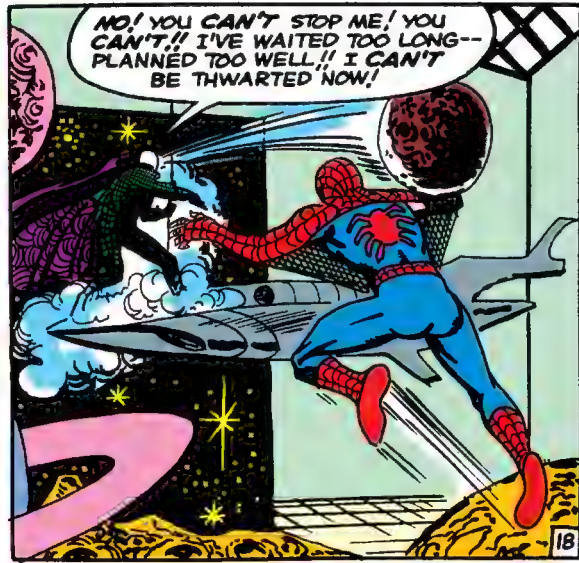
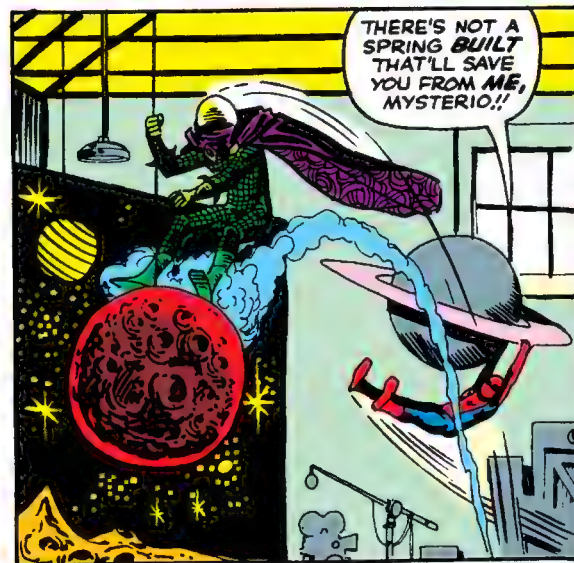
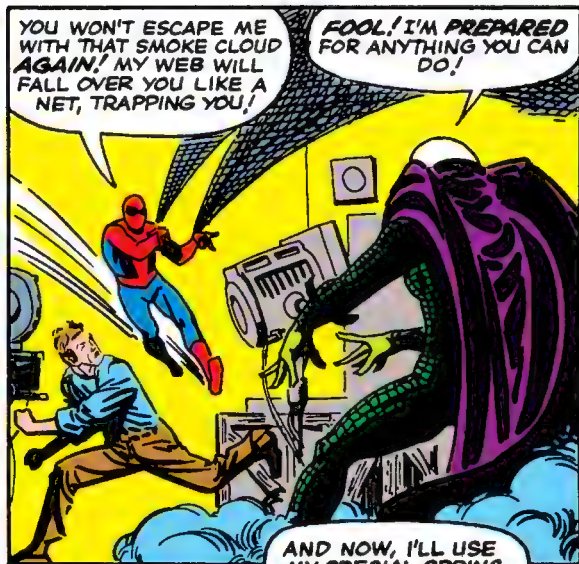
THEN, AS MYSTERIO GOES SLIDING ALONG THE FLOOR INTO THE NEXT-DOOR STUDIO...

OKAY, QUIET ON THE SET! LET'S ROLL 'EM! *HUH?* WAIT-- WHAT'S THAT??

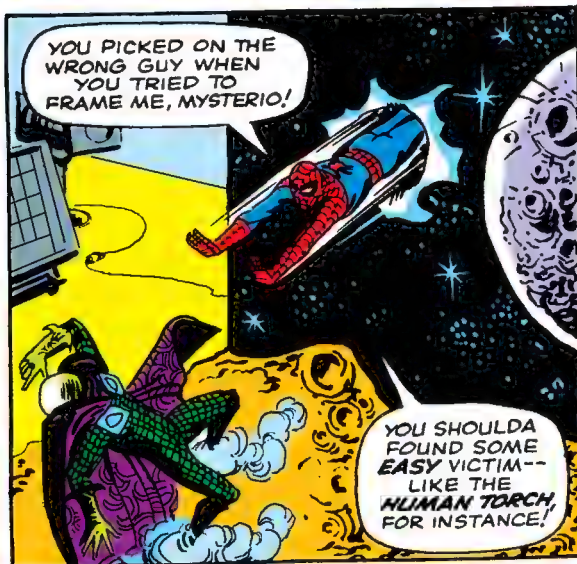
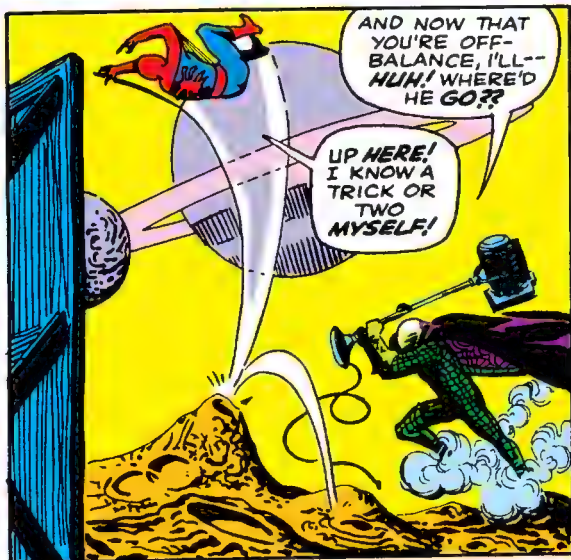
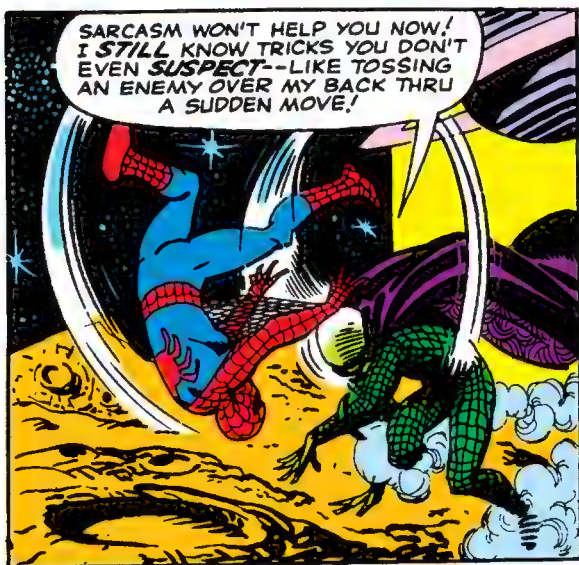
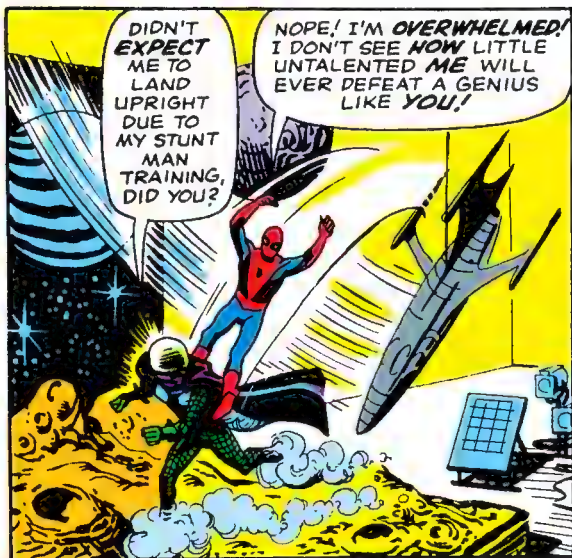
GET THAT GUY *OUT* OF HERE! HE'S IN THE WRONG MOVIE!



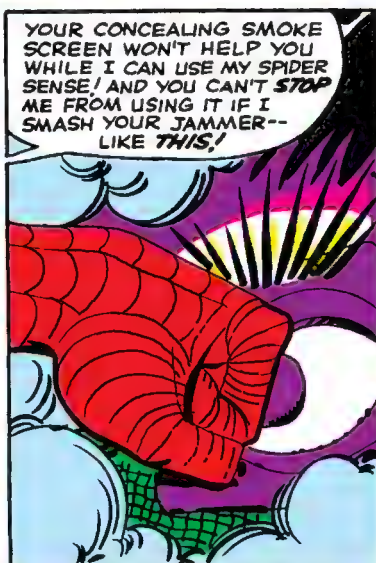
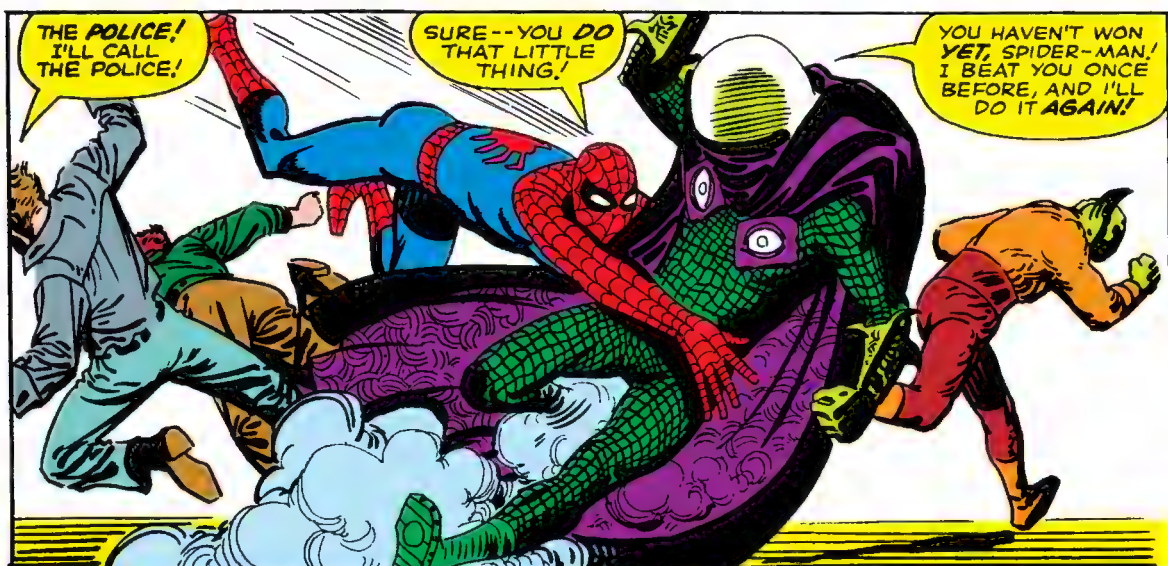




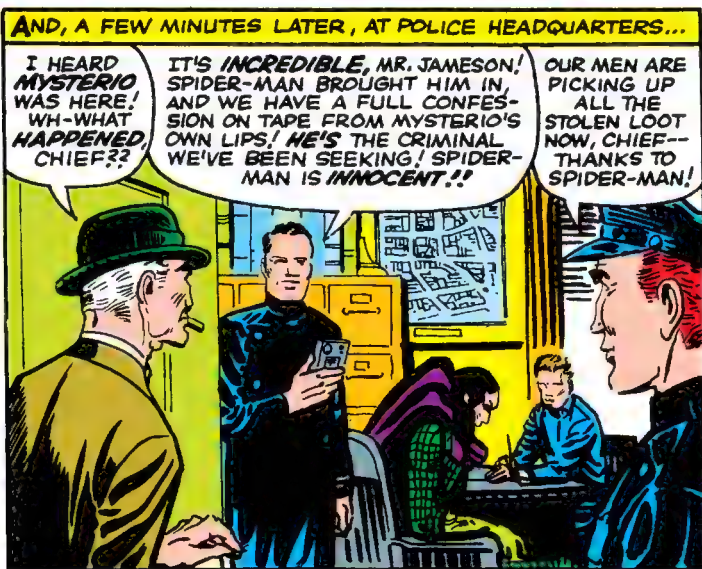
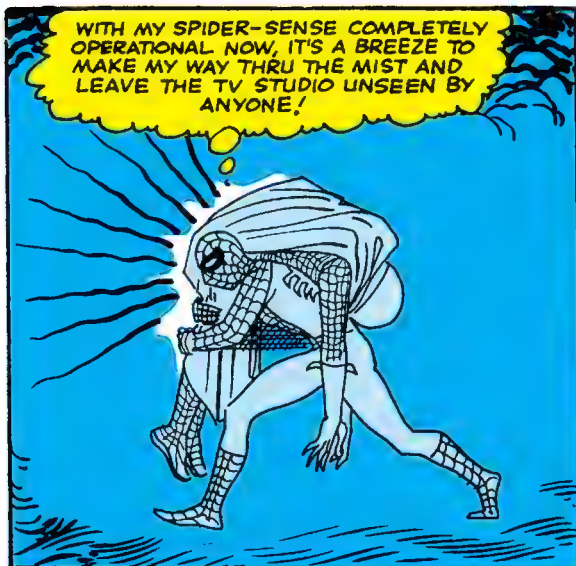




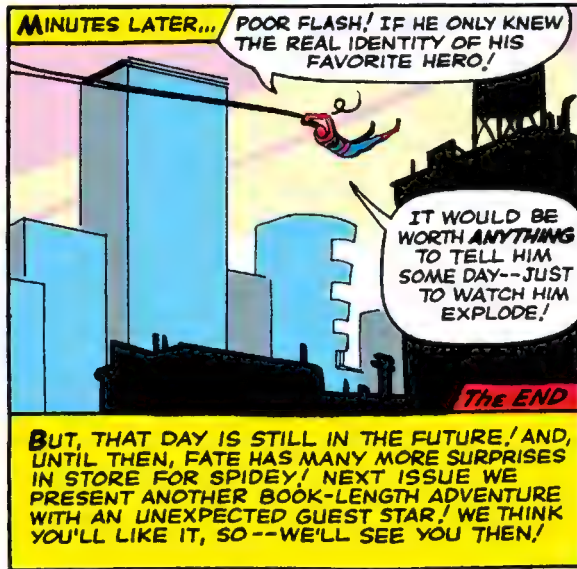
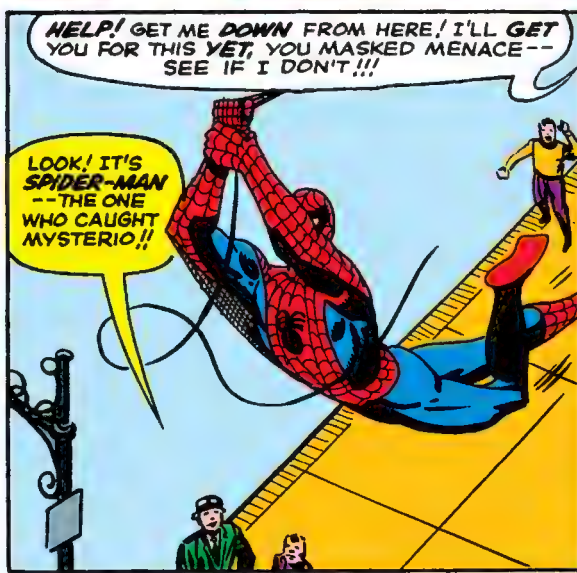




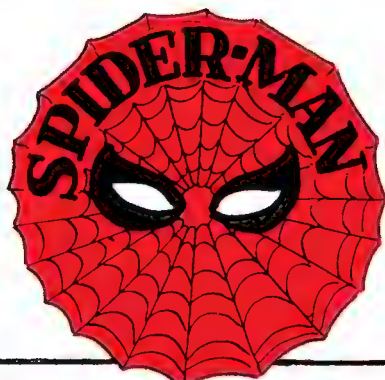












# SPIDER'S WEB

Please address  
your letters to:  
**THE SPIDER'S WEB**  
Third Floor  
655 Madison Ave.  
New York 21, N. Y.

Dear Stan and Steve,

Your latest creation **AMAZING SPIDER-MAN** has aroused my interest in comics for the first time in years. I'm forced to agree with your own somewhat conceited opinion that he's the best in comics today. I have one other observation to make. I don't believe you are getting a correct tabulation of the popularity of your stars. As you are relying entirely on fan mail to supply these facts, this could prove misleading.

Charles E. Smith  
231 E. 56th  
Long Beach, Calif.

*Well, there ARE more scientific methods! We could always toss a coin!*

Dear Stan and Steve,

I've read F.F. and didn't write to you. I've read THOR and didn't write. I've read X-MEN which was tremendous and yet I still didn't write. But SPIDER-MAN has really got me. I've never read a better comic book. I don't think you should team him up with anyone. Spider-Man is the greatest thing ever to spin a web. I think that he should go into combat with the following: X-Men, Hulk, Iron Man, and Thor. Why don't you make Spidey fight the Blob.

Steve Alexander  
Box 379, So. Anderson Dr.  
Tulahoma, Tenn.

*Give him time, Steve! He'll tackle everyone from the Blob to Uncle Wiggily!*

Dear Stan and Steve,

While I was attending college, I occasionally bought a comic book to relieve the tensions of academic pressures. I found most of these to be repetitive and gradually tedious. Only the comics in the Marvel Group were continuously stimulating and exciting. My first experience with a Marvel comic was seeing the F.F. billed as the "World's Greatest Comic!" This was a challenge that I could not resist. However, I was amazed to find that bold statement not only true but an understatement. To date the F.F. is only rivaled by its cousin publication, the Amazing Spider-Man. I have followed the exploits of Peter Parker since issue #1. I feel that his romance with Betty Brant is an excellent touch to an already fine magazine. Don't break them up. And don't give Peter an impenetrable barrier between him and Betty such as Thor has. I do think that Peter should be a little older by now, and that you might promote him to college. One more question on Spider-Man—if his blood contains whatever it was that gave him his powers and he transfused some of his blood to Aunt May, will Aunt May have some traces of spider powers in the future? Please don't make Aunt May into a Spider-Woman. Somehow I just can't picture her in a purple and red costume swinging from a spider web. Please put out a Spider-Man Annual. I am sure they will sell like insect repellent in the summer time. But don't have Peter's classmates knocking him because he is brainy. Today the egghead gets more respect than the musclehead. In my former high school Pete would probably have been a B.M.O.C.

Rosalind Rogoff  
26 Elizabeth Road  
New Rochelle, N. Y.

*Y'know, Rosey, that gives us an idea! It's something to think about! Let's see now—Aunt May in costume as Spider-Woman—Hmmm...*

Dear Stan and Steve,

You're all a bunch of jerks. I haven't been reading your mags long but long enough to see how you operate. You start off by putting out good mags and when you've got everybody really interested, you let go with the flubs. Example: you start with SPIDER-MAN #7—a great, great story, then comes #8—a good story with good features, and then #9—the flub! Fair story, poor art (Ditko should send for that course), and finally, you leave us hanging in the air. I've noticed this in many of your mags such as Journey into Mystery #100. It was a good story with a dumpsville ending. You're getting so conceited that "great," "amazing," etc. appears on every page. Only one good thing I can say for you and that is your villains are super as well as your costumes. But if you bums don't get busy, I'm going back to your competitors!

John Yandell  
2135 E. 14th St.  
Tulsa, Okla.

*Going BACK? You sound like you've never LEFT 'em, Johnny boy!*

Dear Stan and Steve,

I'm somewhat of a newcomer to SPIDER-MAN but I think he's great! And I mean wonderful! Issue #9 was rather sad with Peter's Aunt May being sick and all but, still, the story was very good. I enjoyed the plot. Don't let Aunt May die, please! It would ruin everything!

Marcelaine Wininger  
31 West  
Park City, Ky.

*We're sure she'd agree with you, Marcy.*

Dear Stan and Steve,

How about another battle between Spidey and the Human Torch? In my opinion the Torch can wipe up the floor with Spider-Man! Remember the F.F. Annual? Spidey would have been splattered all over New York if he hadn't run away!

Charles J. Goering, Jr.  
43-07 42nd St.  
Sunnyside 4, N. Y.

*Gosh, Charley, if you prefer a roughneck like the Torch to a nice, gentle lad like Spidey, that's YOUR business!*



Dear Stan and Steve,

I think Spider-Man is a great comic. A friend of mine got me started on reading it and I've read every issue since. I enjoyed all of them except #3. (Spider-Man vs. Dr. Octopus) Everyone said how good #3 was, but I think it was crummy. The one thing wrong with your comic is Ditko's art. He draws Spider-Man and the super villains fine, but the way he draws people makes them look like they have some rare disease!

Steve Gillespie  
2037 Howard St.  
Omaha 2, Nebr.

*They have! It's called "Ditko-itis."*

CONTINUED...

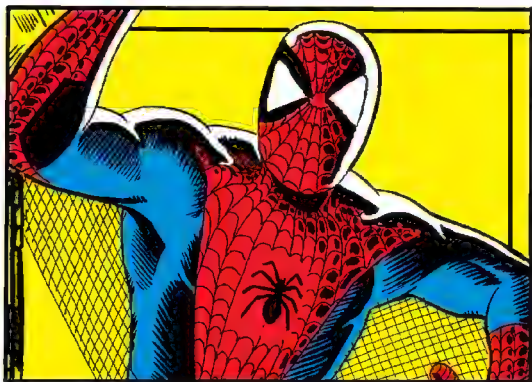


Dear Stan and Steve,

Was just sitting here in the barracks doing nothing and spotted a copy of SPIDER-MAN on a buddy's rack. Curiosity and a lack of entertainment compelled me to open your magazine and read it. Instead of the usual superhero who is never wrong and is indestructible, I was glad to see a down-to-earth human. (Spider?) Passed it along in the squad, and everybody enjoys it. There is still a long line waiting to read it. Looking forward to the next ish.

1/Cpl. Charles M. Wisniewski  
#15 USMC, H&S. 1-3, S-2  
c/o FPO, San Francisco, Cal.

*Your letter made us happy, C.W. Almost as happy as if each squad member bought his OWN copy!*



Dear Stan and Steve,

I never thought a comic was worth 12¢ until I read SPIDER-MAN. I'm speechless after each one. I think your comics are as good as you say; as a matter of fact, I think you're modest! Would you please publish your mags twice a month because I spend all my time waiting, biting my nails, hoping I won't miss the next Spider-Man mag. I'd also like to say that X-MEN and the AVENGERS are the greatest!

Jody Morine  
28 Columbus Ave.  
Brentwood, N. Y.

*The greatest WHAT??*

Dear Stan and Steve,

Phooey to you! I mean you have a great mag. That's the trouble. You have no hearts. Think of all the other mags—how do you think the poor people that work for them make a living! No kidding though, I have been a fan right from the start of the Marvel Age. Your mags are MARVELOUS!

Hal Cox  
1945 Amis Ave.  
Las Cruces, N. Mex.

*Thanks, Hal! But we saw one of our competitors driving a Cadillac the other day! SOMEONE must be reading their mags!*

Dear Stan and Steve,

How do you guys do it? Every ish gets better and better! Yes, even in the art work. Steve, I'm sorry about what I said before about how bad—not bad, just weird—your art work is, I realize now that you and only you can draw Spider-Man the way he should be drawn. Now back to the subject. In issue #7 I liked the way the Vulture made a comeback and the way Spider-Man finally knocked him off. Just as I was recovering from the action in #7 you hit me with #8. I like the way you set up the fight between Peter Parker and Flash. Even better was the way you had Peter shut Flash up. Your Spider-Man vs. Torch adventures are great. But even these great issues were overshadowed by #9. As the story went on I really felt that I was in the story, living it with Peter Parker instead of just being on the outside looking in—that's what makes Spider-Man so wonderful—his reality. Keep up the good work.

David Catena  
2601 Cambria Ave.  
Windber, Pa.

*Thanks for putting our minds at ease, Dave. We WONDERED who that extra fella was in some of the backgrounds of our last ish!*

## SPECIAL ANNOUNCEMENTS SECTION:

- Have you ever stopped to think how complicated the simplest little things can be? For instance—We decided to keep the letters pages in SPIDER-MAN because most of you wanted them. We've even added letters pages to X-MEN, the AVENGERS, and ol' SGT. FURY. BUT, when it comes time to write the special announcements section we go nuts trying to remember what we wrote in the OTHER mags so that we won't repeat ourselves in each column! We don't want to tell you all about the next ish of STRANGE TALES, for example, if we've already told you all about it in the F.F. letters page. So that means we have to start keeping lists and records of these things! And life used to be so simple!
- We listen to your beefs whenever we read the fan mail (like all the time)—so we hope you'll forgive us if we let OUR hair down once in a while like this. In fact, some day we may write a book about all the problems involved in turning out a comic magazine which the readers don't even suspect. The only thing is, the problems keep us so busy we'll never get the time to write the book!
- Well, now that everybody's thoroughly confused, here's our first announcement! You've probably noticed that we changed the title of JOURNEY INTO MYSTERY to THOR. And, to celebrate the change, we have a rather off-beat tale in THOR #104 (it rhymes, doesn't it?) entitled "Giants Walk The Earth!" Whether you like the story or not, you've got to admit the TITLE'S a doozy! It's on sale now, so don't make us feel we were wasting our time, huh?
- TALES TO ASTONISH #56, also on sale now, has an extra-long 18-page Giant-Man thriller in which the man of many sizes, together with the wonderful Wasp, battle a new super-foe called The Magician! The name's not too original, but the action's a mile a minute, and the Wasp is lovelier than ever! (That's for all you insect-lovers!)
- The latest STRANGE TALES features our great two-for-one line-up! The Human Torch battling The Plantman, who returns for more fun and games, plus Dr. Strange in a yarn entitled "Witchcraft in the Wax Museum!" (Let's see someone find fault with THAT combat!)
- As for TALES OF SUSPENSE, we've changed that title also—we'll refer to it as IRON MAN from now on, in honor of its powerful star, ol' bullet-head himself. And, believe it or not, we've redesigned his helmet AGAIN—just to keep you all on your toes! In answer to countless requests (about a half-dozen) the mysterious Mandarin is back to battle handsome Tony Stark, so do yourself a favor and don't miss it!



- FANTASTIC FOUR #27 is so terrific we almost hate to tell you about it! All we have to say is that it features America's favorite hero-villain, the sensational Sub-Mariner, and also guest-stars Dr. Strange! Then, just for kicks, level-headed Reed Richards really blows his top in this one! If you don't run right out and buy it, Jack Kirby'll probably never talk to you again!
- But here's what you've been waiting for—(we hope!) The scoop about our next SPIDER-MAN! We're just starting to write and draw it now, so we can't guarantee it's great—BUT—the villain is called The Green Goblin—The evil Enforcers are back (remember them from ish #10?) and we even threw in that jolly ol' green giant, The Hulk, for good measure! The way it looks to us, even if it's bad it'll be good!! So look for SPIDER-MAN #14—it won't be hard to find—it'll be the one everybody's fighting for!
- And now, we've got to say "so long" till next ish! We're late for our meeting of the J. Jonah Jameson fan-club!





# the AMAZING SPIDER-MAN

MARVEL  
COMICS  
GROUP **124**

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

14  
JULY

**WOW!! JUST  
WAIT TILL YOU SEE  
"The GREEN  
GOBLIN!"**

DOES THE GREEN GOBLIN LOOK CUTE TO YOU? DOES HE MAKE YOU WANT TO SMILE? WELL, FORGET IT! HE'S THE MOST SINISTER, MOST DANGEROUS FOE SPIDEY'S EVER FOUGHT!



**GUEST-STARRING  
NONE OTHER THAN  
THAT RAMPAGING  
POWERHOUSE,  
THE INCREDIBLE  
HULK!**

**NO! YOU'RE NOT SEEING THINGS!  
THESE REALLY ARE THE EVIL  
ENFORCERS, BACK  
AGAIN TO GANG UP ON  
OUR OL' WEB-SPINNER!**





# the GROTESQUE ADVENTURE OF "GREEN GOBLIN"

ONLY THE  
MERRY  
MARVEL  
MADMEN  
COULD HAVE  
DREAMED  
HIM UP!

## HERE'S HOW IT HAPPENED:

THE GANG AT THE BULLPEN SAID  
LET'S GIVE OUR FANS THE GREATEST  
12¢ WORTH WE CAN! LET'S GET A  
REALLY DIFFERENT VILLAIN... A BUNCH  
OF COLORFUL HENCHMEN FOR HIM...  
AND LET'S EVEN ADD A GREAT GUEST  
STAR!! SO, WE DID!!

AND HERE'S THE  
RESULT...  
ANOTHER MIGHTY  
MARVEL  
MASTERPIECE!

WRITTEN BY:  
STAN LEE

(THE POOR MAN'S  
SHAKESPEARE)

ILLUSTRATED BY:  
STEVE DITKO

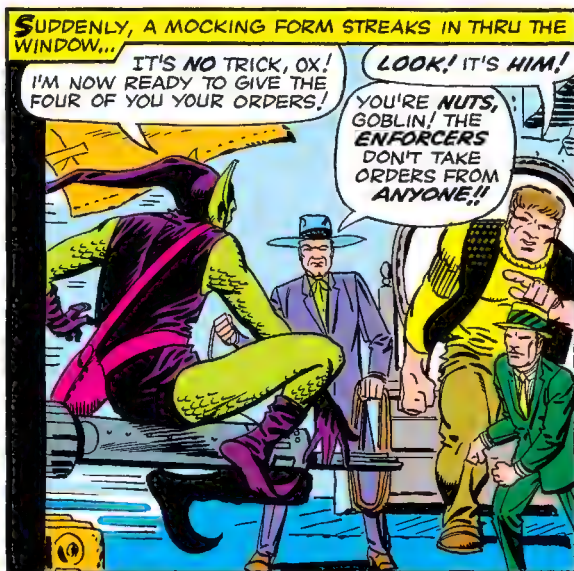
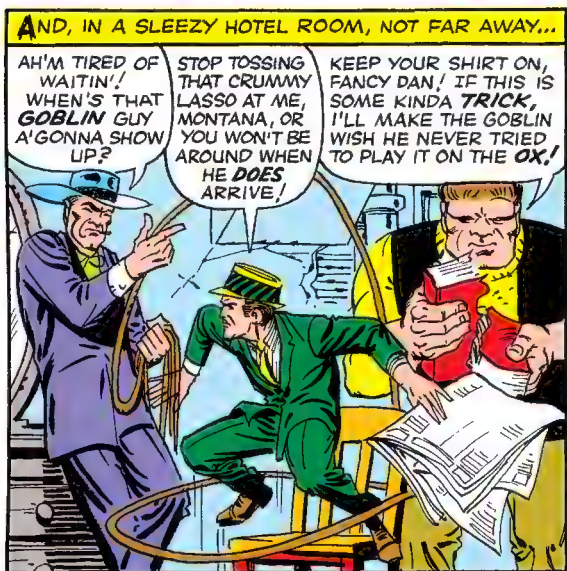
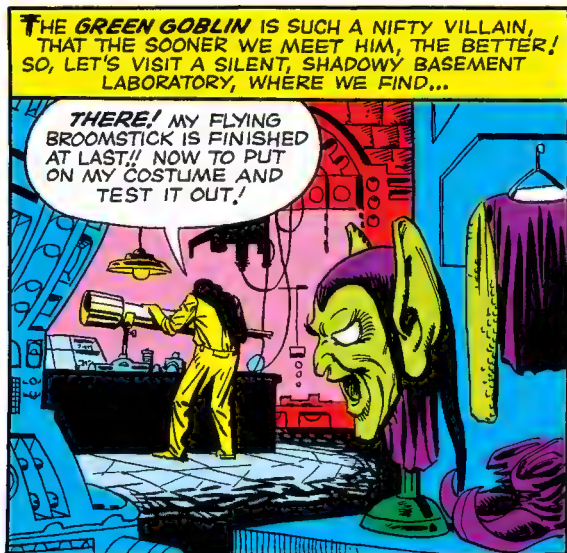
(THE POOR MAN'S  
DA VINCI)

LETTERED BY:  
ART SIMEK

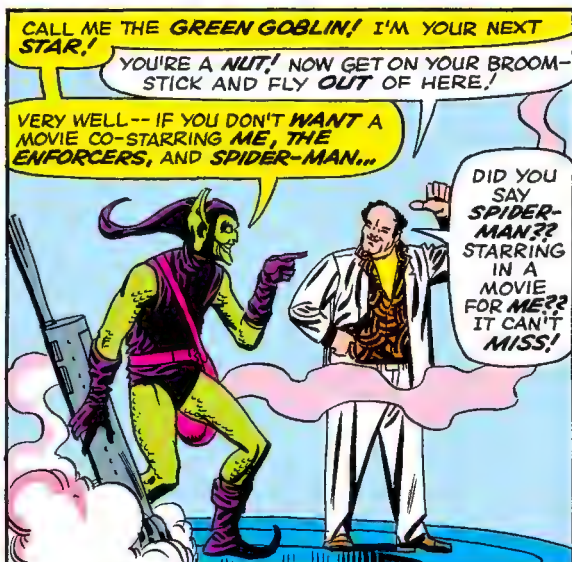
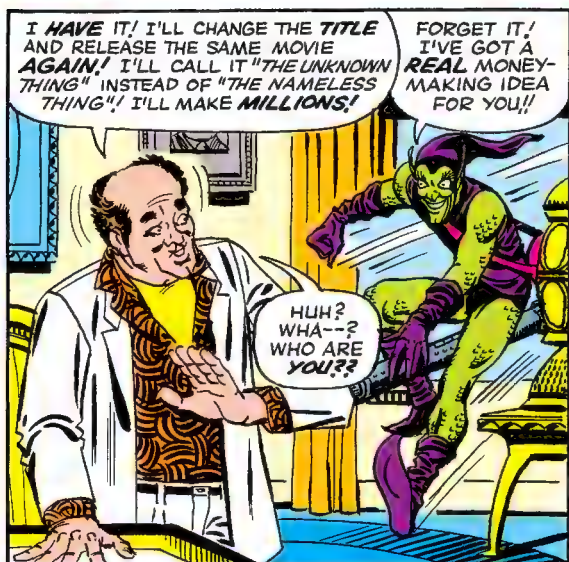
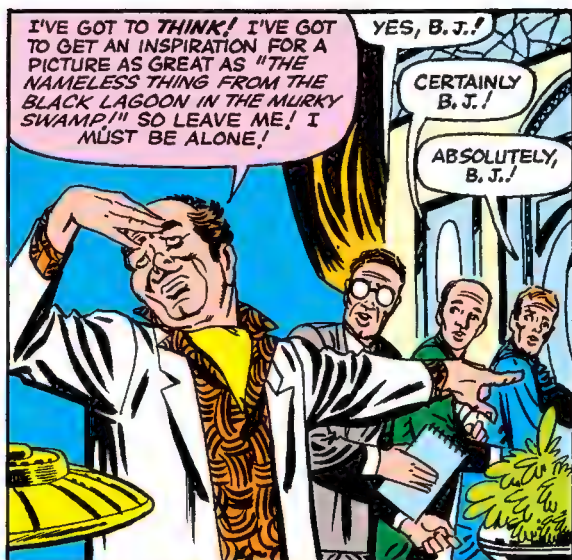
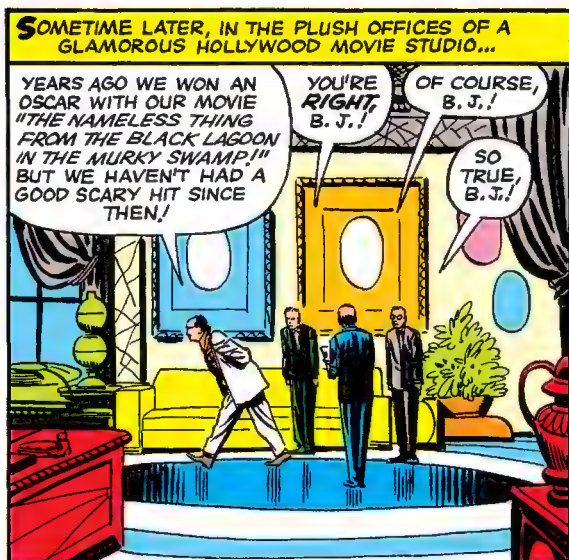
(THE POOR MAN'S  
RICH MAN)

**NOTE:** DON'T BE IMPATIENT!  
THE HULK DOESN'T APPEAR TILL  
LATER ON IN THE STORY... BUT  
YOU'LL BE GLAD YOU WAITED!

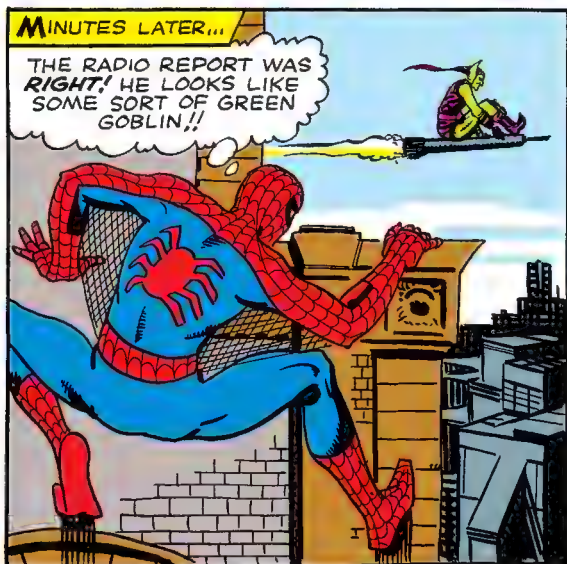
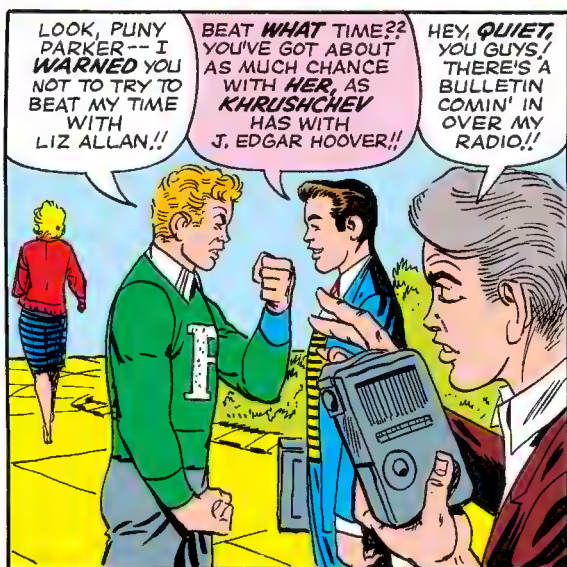
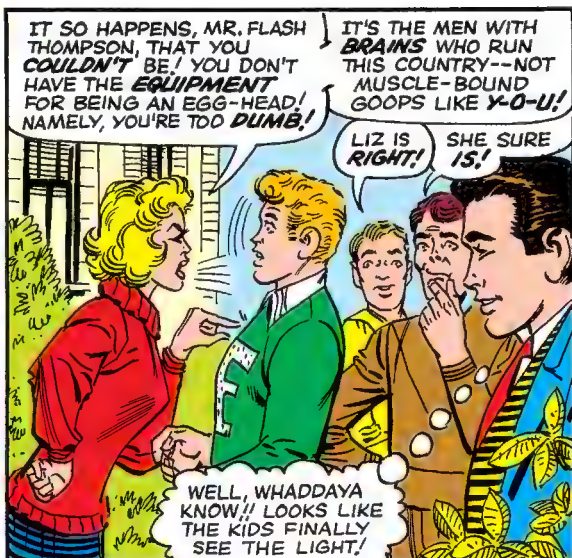
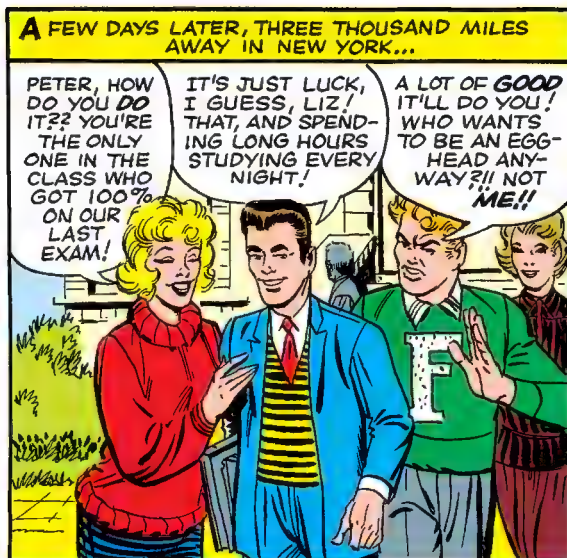




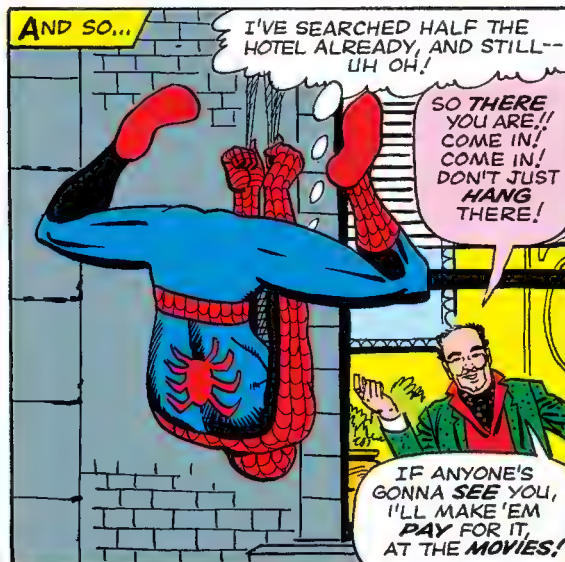
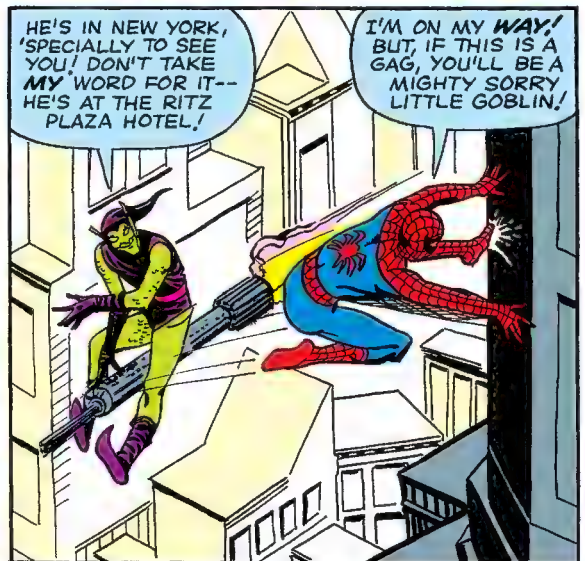




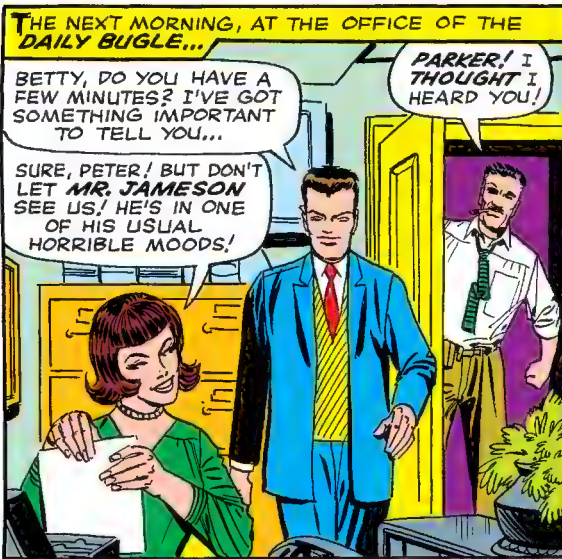
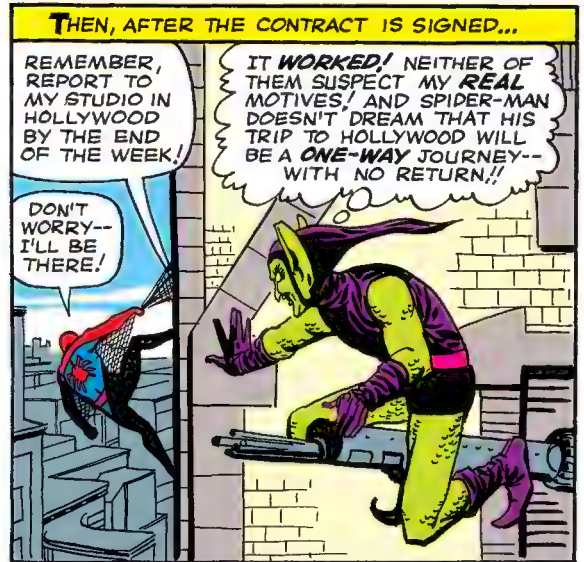














LATER, DISCUSSING THE TRIP WITH AUNT MAY, PETE RUNS INTO STILL ANOTHER PROBLEM...

PETER DEAR, I THINK YOU'RE STILL TOO **YOUNG** TO GO TRAIPSING AROUND THE COUNTRY THAT WAY!

GOSH, AUNT MAY, I'M A HIGH SCHOOL SENIOR ALREADY! I'LL SOON BE READY FOR **COLLEGE**!

BUT I **WORRY** SO ABOUT YOU! YOU KNOW HOW **FRAGILE** YOU ARE!

LOOK--SUPPOSE I PROMISE TO DRESS WARM, EAT THREE GOOD MEALS A DAY, AND TAKE MY ALLERGY PILLS EVERY MORNING?? **PLEASE**, AUNT MAY--THIS MEANS SO **MUCH** TO ME!!

WELL, I SUPPOSE I CAN'T KEEP YOU TIED TO MY APRON STRINGS FOREVER! ALL RIGHT, DEAR--YOU MAY GO!

AND SO, THE LITTLE CAST OF CHARACTERS IN OUR TRUE-TO-LIFE DRAMA ARE SOON ASSEMBLED ON THE COSMOS PRODUCTIONS MOVIE LOT, IN HOLLYWOOD...

REMEMBER, ALL OF YOU--I WANT TO WIN ANOTHER **OSCAR** WITH THIS FILM! DON'T LET ME DOWN! I WANT ACTION! ACTION! ACTION!

B.J.'S MAKE-UP MAN MUST BE A **GENIUS**! THOSE ACTORS LOOK JUST LIKE THE **REAL ENFORCERS**!

I WISH WE COULD TACKLE HIM **NOW**!

**NO!** WAIT TILL WE GET ON LOCATION!

AFTER A DIFFICULT JOURNEY, THE CAMERA CREW AND THE STARS REACH A DESERTED AREA IN NEW MEXICO WHERE THE MOVIE IS TO BE FILMED...

LET'S GET STARTED! UNLOAD THAT EQUIPMENT AND HAVE THE CAMERAS READY TO ROLL IN THIRTY MINUTES! WE'LL SHOOT THE BIG FIGHT SCENE FIRST!

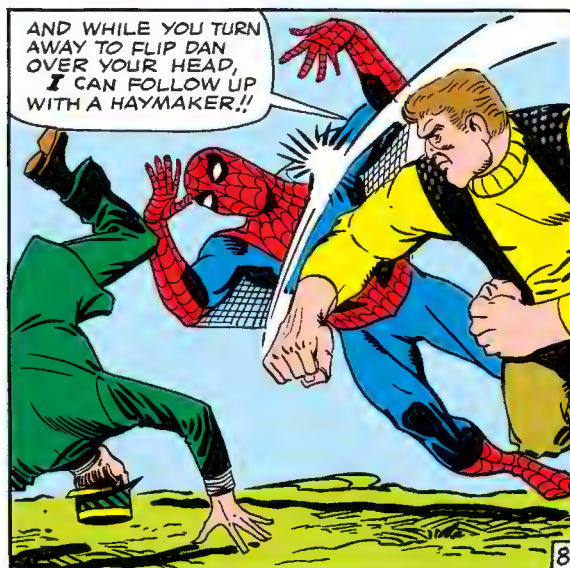
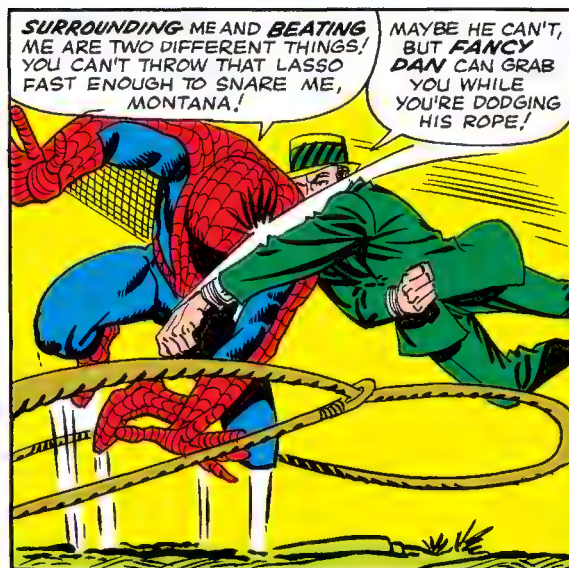
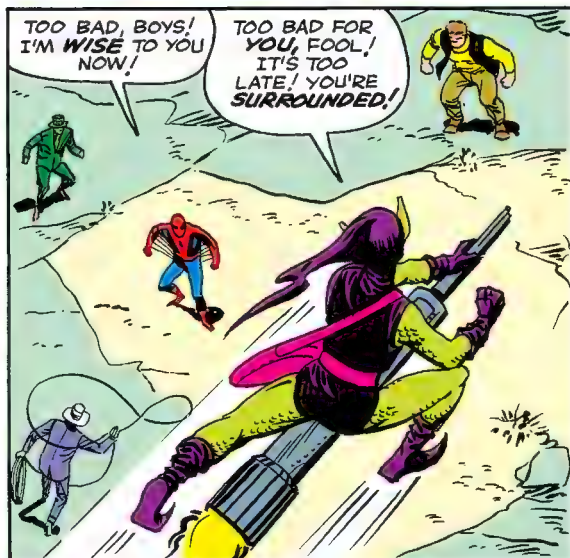
WHAT A LOCATION!! FEELS AS THOUGH WE'RE AT THE EDGE OF THE WORLD!!

SAY, SPIDER-MAN--SUPPOSE WE GO OFF AND REHEARSE THAT FIGHT SCENE WHILE THEY'RE SETTING UP THE CAMERAS?

YEAH! WE WANNA MAKE SURE NOBODY GETS HURT WHEN WE PERFORM FOR THE CAMERAS!

IT'S OKAY WITH ME!

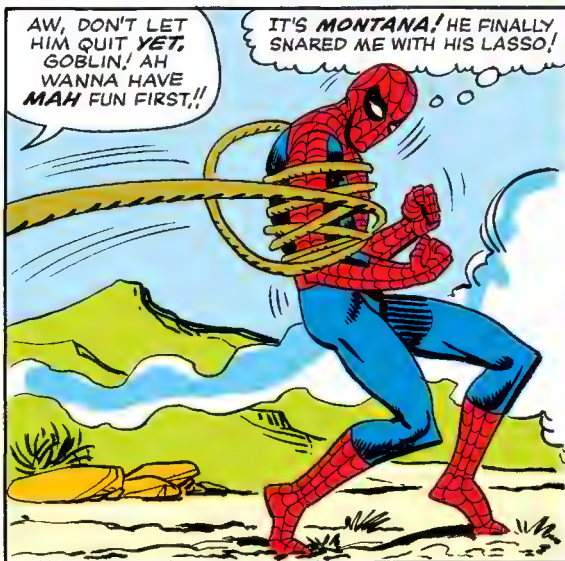
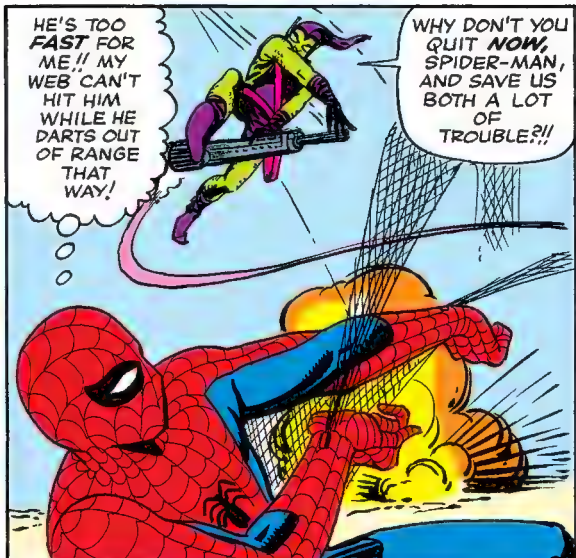




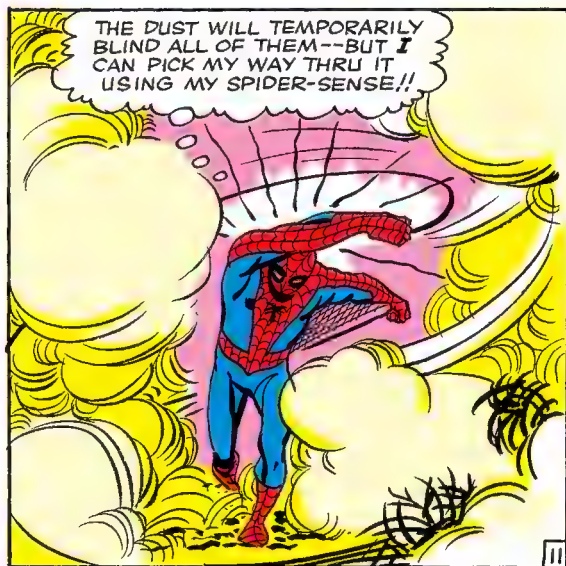
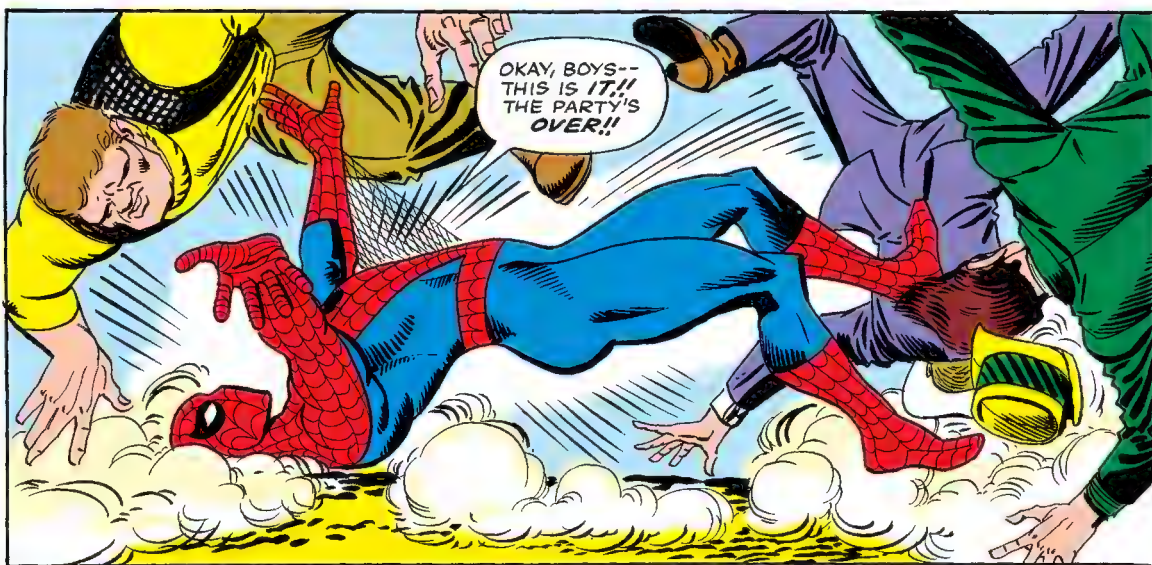
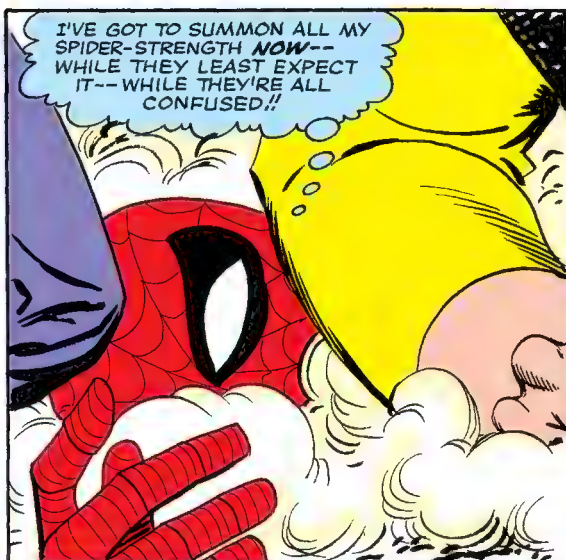














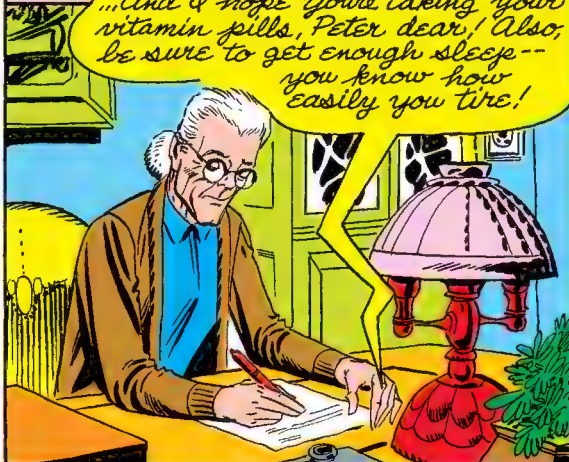
**BUT, ALTHOUGH THE YOUNG WEB-SPINNER IS ABLE TO OUT-MANEUVER THE ENFORCERS, THERE IS STILL *ANOTHER* FOE WHO CAN FLY ABOVE THE DUST CLOUD--**

HE'LL HAVE TO EMERGE FROM THERE SOONER OR LATER-- AND I'LL *SEE* HIM WHEN HE DOES!



**BUT, WHAT OF THE FOLKS BACK HOME AT THAT VERY MOMENT?? IN THE QUIET OF HER LIVING ROOM, PETER'S AUNT MAY PENS A LOVING LITTLE NOTE...**

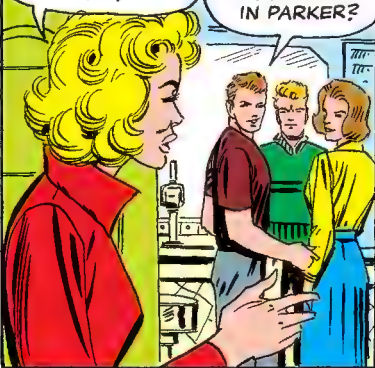
*...And I hope you're taking your vitamin pills, Peter dear! Also, be sure to get enough sleep-- you know how easily you tire!*



**WHILE THE NEIGHBORHOOD TEEN-AGERS GATHER AT THE SODA PARLOR, ONE OF THEM IN PARTICULAR SEEMS TO MISS THE STUDIOUS YOUTH...**

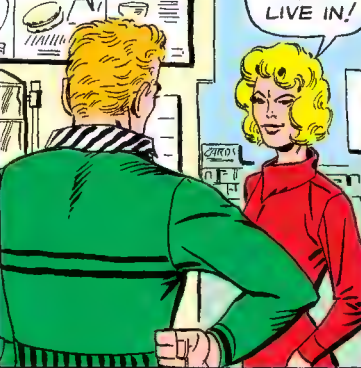
HAVE ANY OF YOU GOTTEN ANY MAIL FROM PETER PARKER YET?

I THOUGHT LIZ WAS *YOUR* GAL, FLASH! HOW COME SHE'S SO INTERESTED IN PARKER?



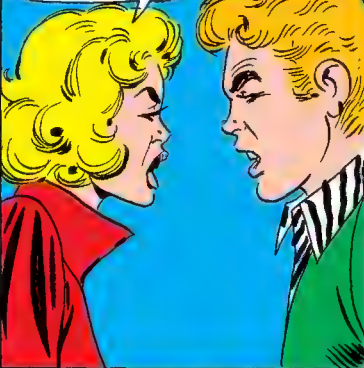
WHY DON'T YOU *ADMIT* IT, LIZ?? YOU'RE ONLY MAKIN' A FUSS ABOUT PUNY PARKER TO MAKE *ME* JEALOUS!! YOU *KNOW* HE'S A BIG ZERO COMPARED TO *ME*!

TELL ME, FLASH-- HOW MUCH *RENT* DO YOU PAY IN THAT *DREAM WORLD* YOU LIVE IN!



PETER IS A DREAM-BOAT! HE'S SENSITIVE, INTELLIGENT, ARTICULATE!! YOU PROBABLY DON'T KNOW WHAT THOSE WORDS *MEAN*!

*NUTS!* HE'S SCARED OF HIS OWN SHADOW! AND YOU *KNOW* IT!



**EVEN IN THE OFFICE OF J. JONAH JAMESON, PETER PARKER IS THE TOPIC OF CONVERSATION...**

PARKER BETTER BRING ME BACK SOME SENSATIONAL PICTURES OF SPIDER-MAN! I DON'T WANT TO FIND OUT THAT HE'S WASTING HIS TIME DATING THOSE HOLLYWOOD GLAMOR GIRLS!!

OH NO! I MUSTN'T EVEN LET MYSELF *THINK* SUCH THOUGHTS ABOUT HIM! I *MUSTN'T*!!



**BUT, HOW ASTONISHED *ANY* OF THE FOLKS BACK HOME WOULD BE IF THEY COULD SEE WHAT'S HAPPENING *NOW*...**

HE'S ENTERING THAT CAVE! I'LL SIGNAL THE *ENFORCERS*!

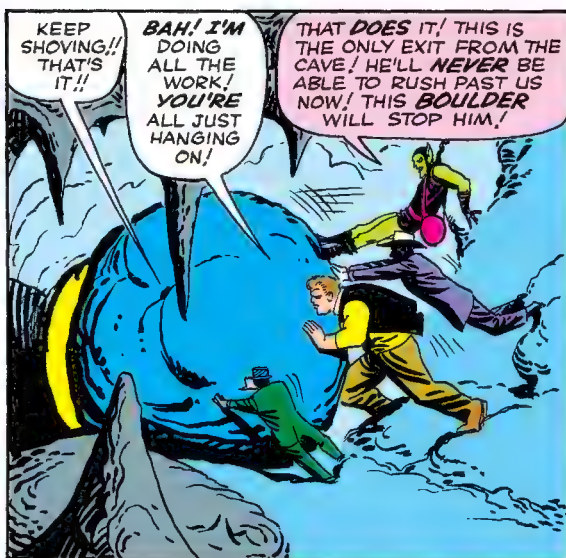






I HEAR THEM OUT THERE! THEY'RE AFTER ME AGAIN!

THE GOBLIN MUST HAVE SEEN WHERE I WENT AND TIPPED THE ENFORCERS OFF! BUT, AT LEAST I HAVE A CHANCE TO CATCH MY BREATH!! SAY! WHAT ARE THEY DOING NOW?



KEEP SHOVING!! THAT'S IT!!

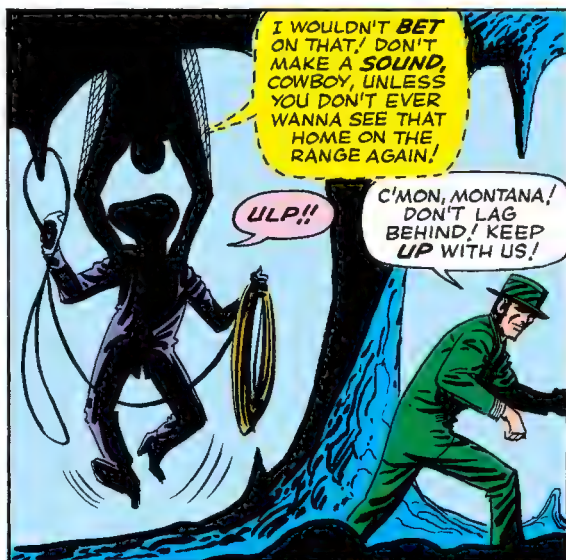
BAH! I'M DOING ALL THE WORK! YOU'RE ALL JUST HANGING ON!

THAT DOES IT! THIS IS THE ONLY EXIT FROM THE CAVE! HE'LL NEVER BE ABLE TO RUSH PAST US NOW! THIS BOULDER WILL STOP HIM!



BUT IT'S POWERFUL DARK IN HEAH! HE CAN SEE IN THE DARK BETTER THAN WE'LL CAN! ARE WE TRAPPING HIM, OR HAS HE GOT US TRAPPED??

DON'T BE A FOOL, MONTANA! THE FOUR OF US CAN HANDLE A DOZEN SPIDER-MEN!!



I WOULDN'T BET ON THAT! DON'T MAKE A SOUND, COWBOY, UNLESS YOU DON'T EVER WANNA SEE THAT HOME ON THE RANGE AGAIN!

ULP!!

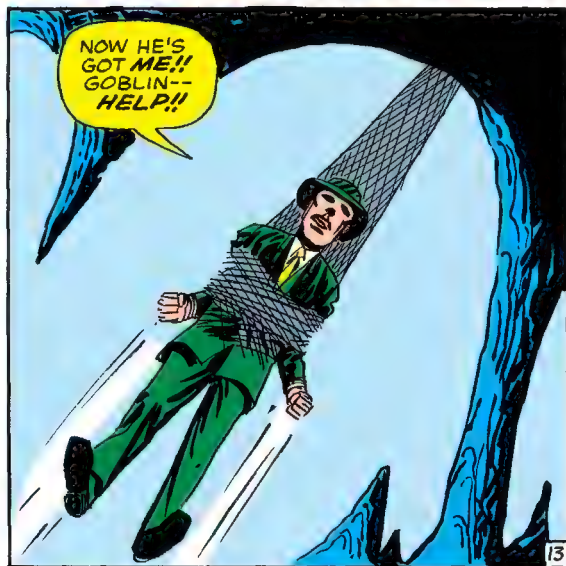
C'MON, MONTANA! DON'T LAG BEHIND! KEEP UP WITH US!



HEY, YOU GUYS-- WAIT! MONTANA'S GONE!!

MAYBE HE TRIPPED ON THOSE NUTTY HIGH-HEELED BOOTS OF HIS!

NO-- LOOK! IT'S SPIDER-MAN! HE'S ABOVE US!!



NOW HE'S GOT ME!! GOBLIN-- HELP!!



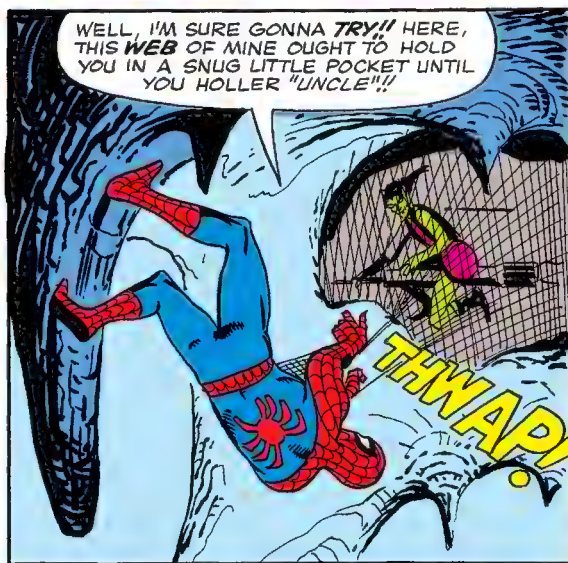


I'LL STOP HIM WITH ANOTHER STUN-BOMB!! HE WAS A FOOL TO **SHOW** HIMSELF TO ME!



YOU'VE **HAD** IT, GOBLIN! YOU'RE NOT TAKING ME BY **SURPRISE** NOW! NOBODY CAN STOP SPIDER-MAN **TWICE** WITH THE SAME OL' TRICKS!

**BLAST YOU!!** AFTER ALL MY CAREFUL PLANNING, YOU'RE NOT GOING TO THWART ME **NOW!**



WELL, I'M SURE GONNA **TRY!!** HERE, THIS **WEB** OF MINE OUGHT TO HOLD YOU IN A SNUG LITTLE POCKET UNTIL YOU HOLLER "**UNCLE!!**"

**THWAP!**



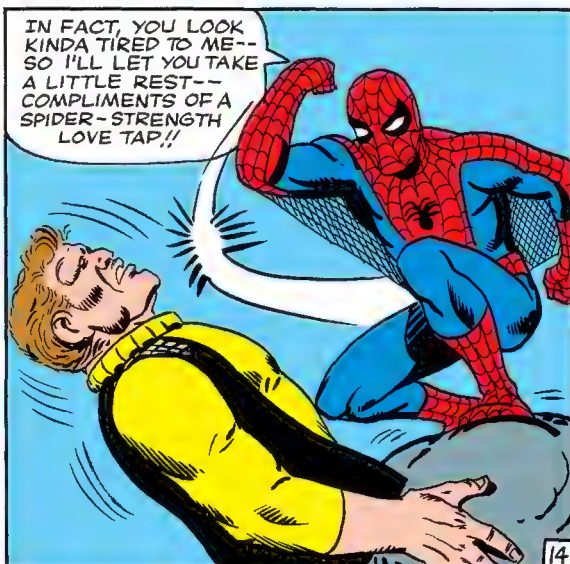
YOU OVERESTIMATE YOUR POWER, SPIDER-MAN! YOUR WEB CAN'T HOLD **ME!!**

NOT WHEN I CAN BURN MY WAY OUT BY MAKING THE TIP OF MY BROOM-STICK GLOW LIKE A **FLAMING EMBER!!**



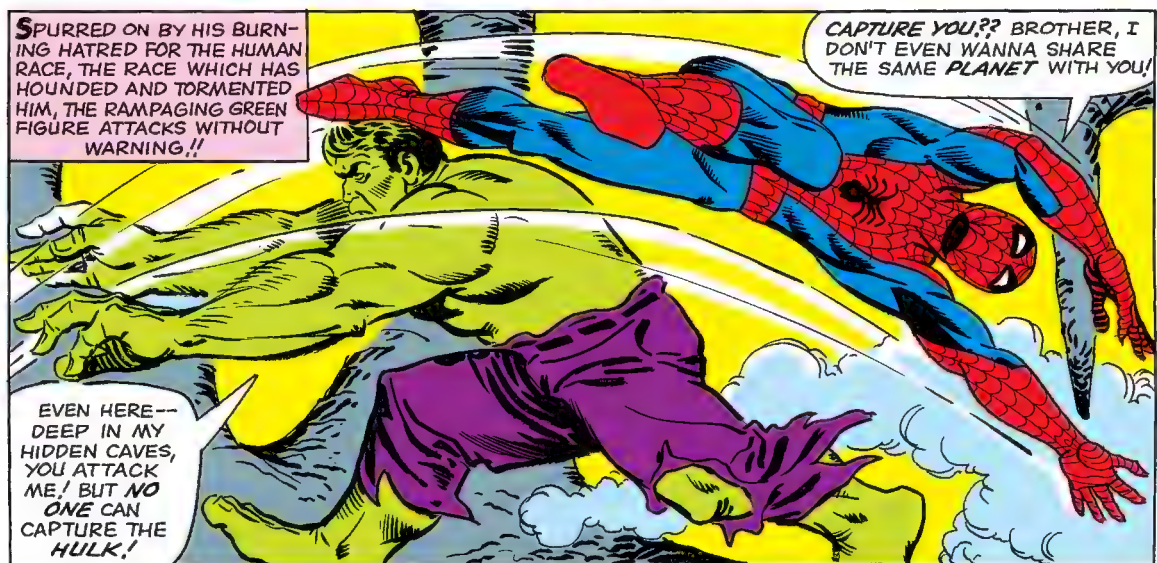
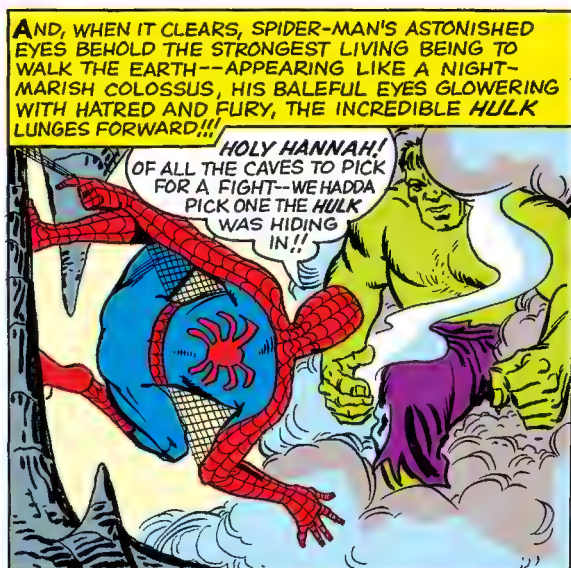
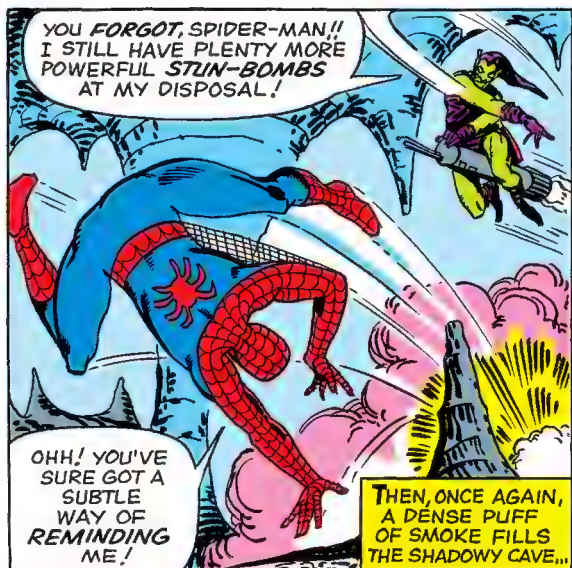
LEAVE 'IM TO **ME**, GOBLIN! I'LL GET 'IM DOWN FROM THERE WITH THIS **BOULDER!!**

DON'T STRAIN YOURSELF, OX! I'LL SAVE YOU THE TROUBLE!!

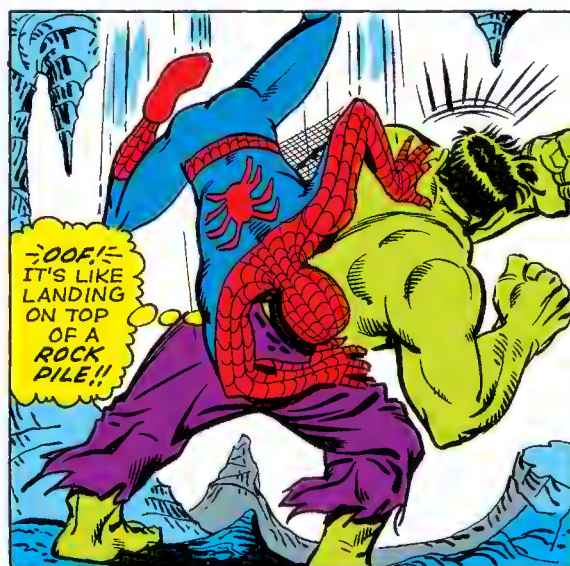
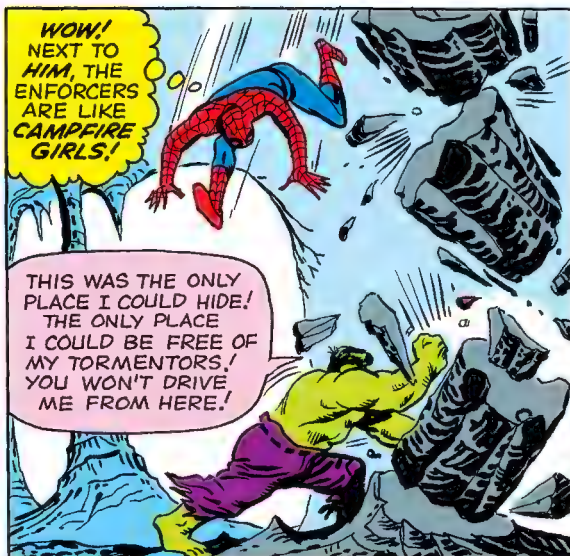
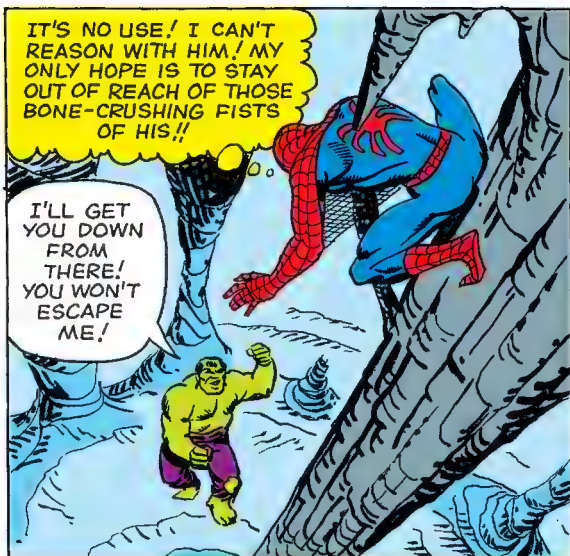


IN FACT, YOU LOOK KINDA TIRED TO ME-- SO I'LL LET YOU TAKE A LITTLE REST-- COMPLIMENTS OF A SPIDER-STRENGTH LOVE TAP!!

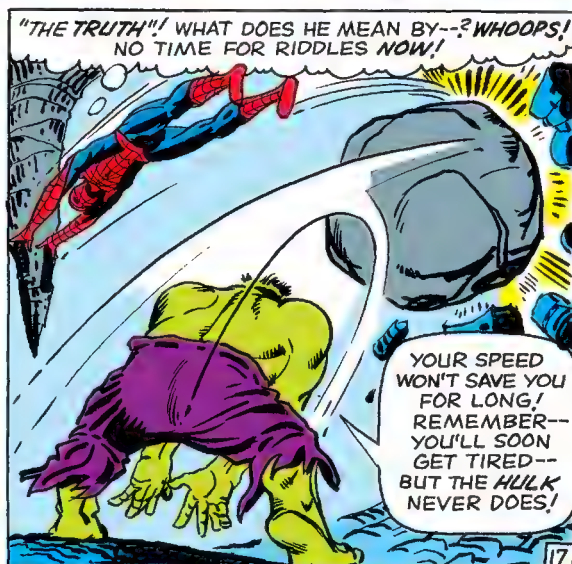




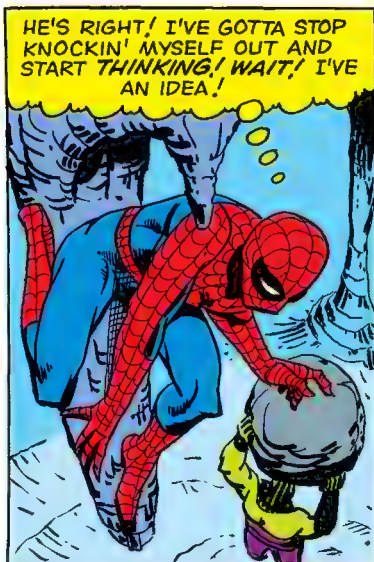












HE'S RIGHT! I'VE GOTTA STOP KNOCKIN' MYSELF OUT AND START THINKING! WAIT! I'VE AN IDEA!



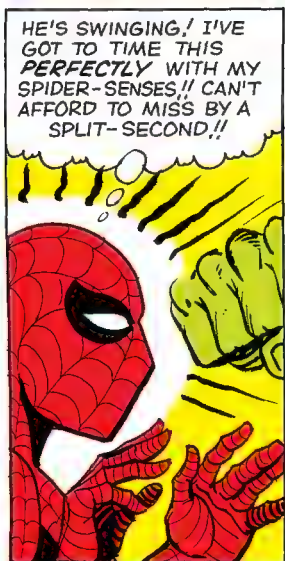
IF THIS DOESN'T WORK, IT'S "GOOD-BYE SPIDER-MAN," BUT I'VE GOT TO CHANCE IT!

OKAY, HULK-- LET'S SETTLE THIS NOW-- MAN TO MAN!



YOU DON'T FOOL ME! YOU HAVE A TRICK IN MIND! BUT IT WON'T HELP YOU! NOTHING WILL!

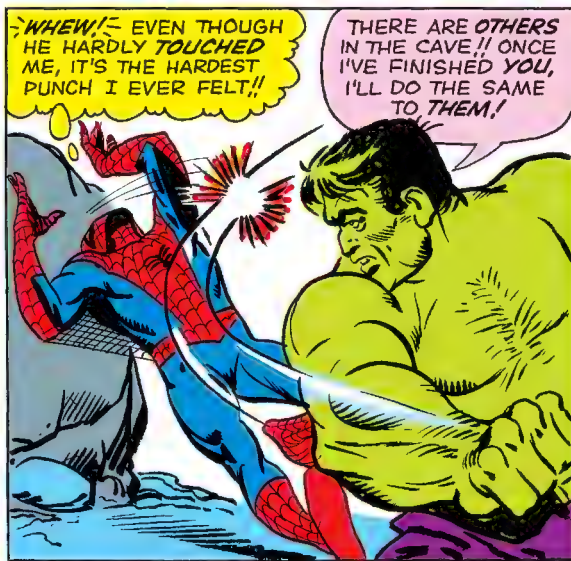
HE WAS RIGHT BEFORE --HE *ISN'T* SO DUMB! BUT I CAN'T BACK DOWN NOW!



HE'S SWINGING! I'VE GOT TO TIME THIS PERFECTLY WITH MY SPIDER-SENSES!! CAN'T AFFORD TO MISS BY A SPLIT-SECOND!!

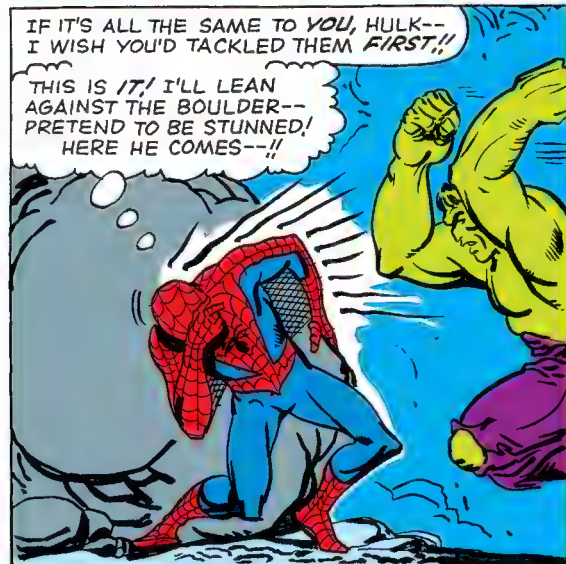


NOW! I'LL MOVE JUST ENOUGH TO DEFLECT THE BLOW! BUT HE MUSTN'T SUSPECT--!



WHEW!-- EVEN THOUGH HE HARDLY TOUCHED ME, IT'S THE HARDEST PUNCH I EVER FELT!!

THERE ARE OTHERS IN THE CAVE!! ONCE I'VE FINISHED YOU, I'LL DO THE SAME TO THEM!



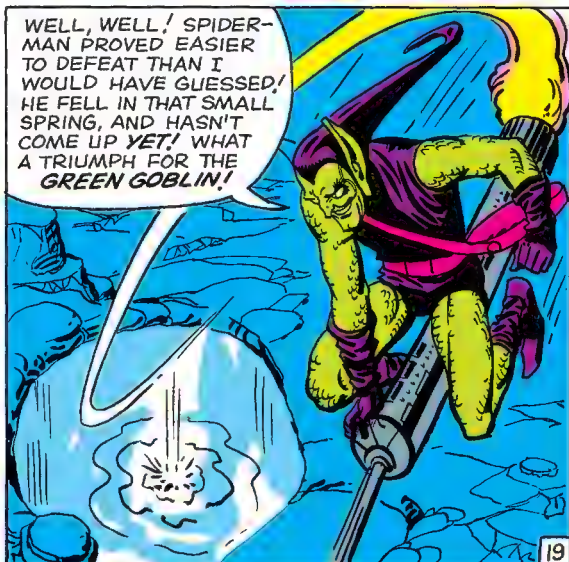
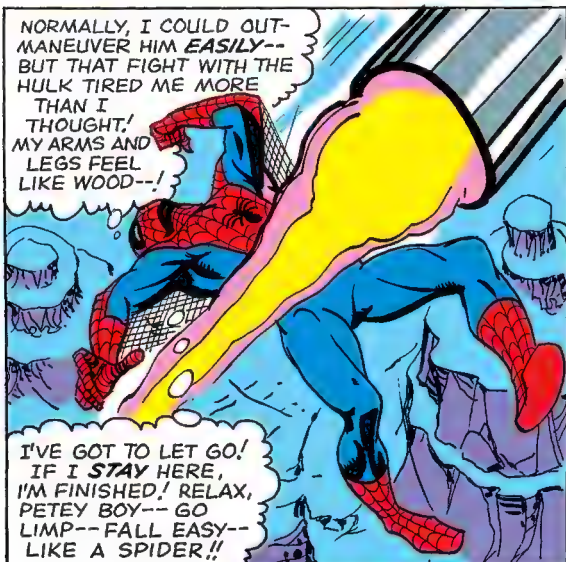
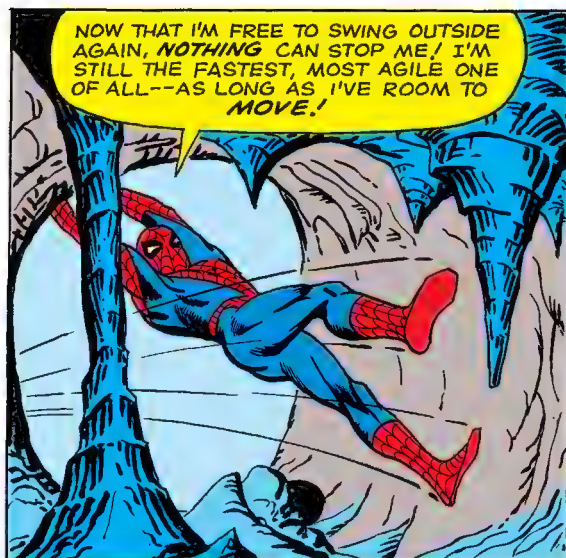
IF IT'S ALL THE SAME TO YOU, HULK-- I WISH YOU'D TACKLED THEM FIRST!!

THIS IS IT! I'LL LEAN AGAINST THE BOULDER-- PRETEND TO BE STUNNED! HERE HE COMES--!!

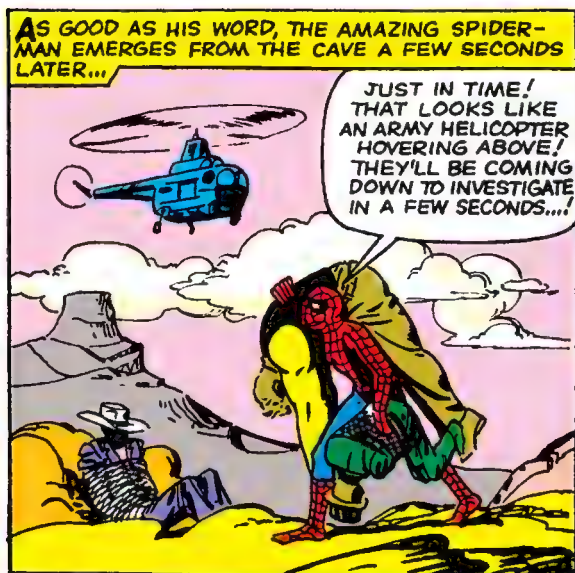
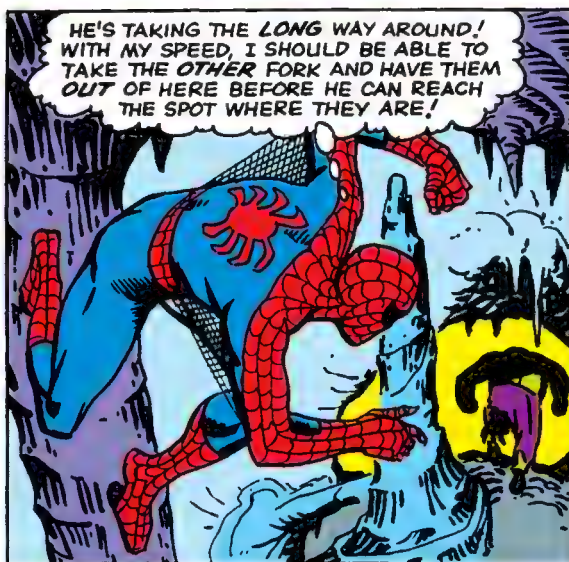
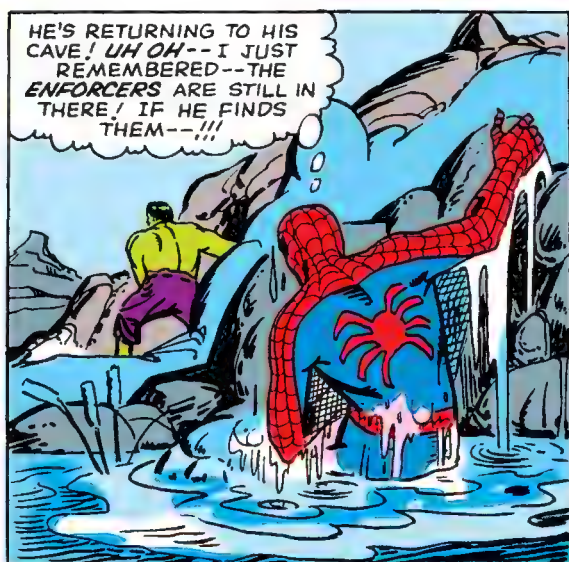
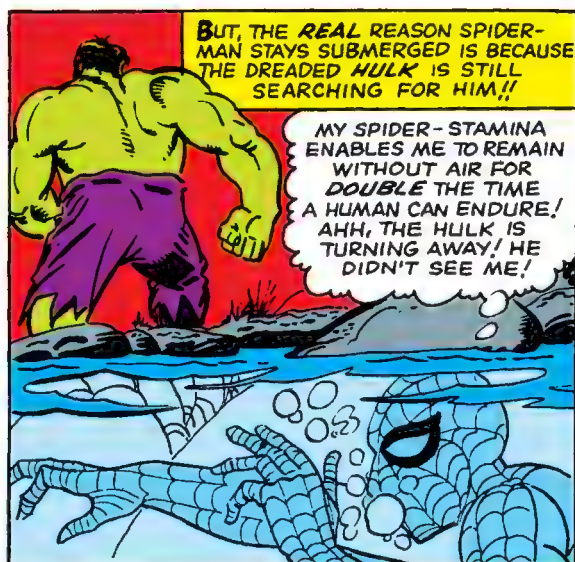


IT WORKED!! I DODGED JUST IN TIME, AND THE FORCE OF HIS BLOW SHATTERED THE BOULDER LIKE A PANE OF GLASS!

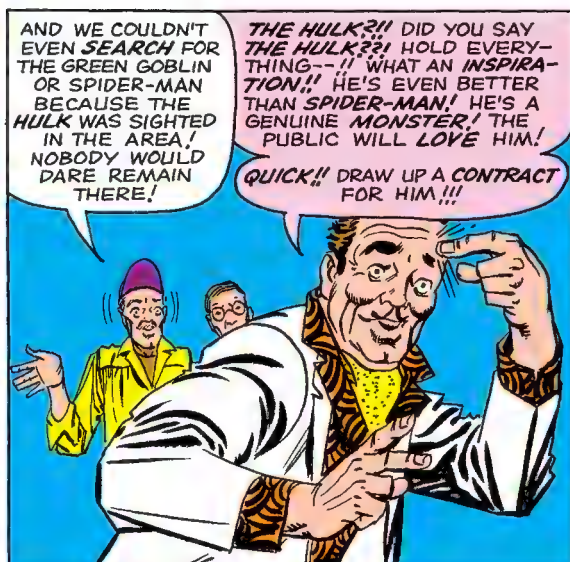
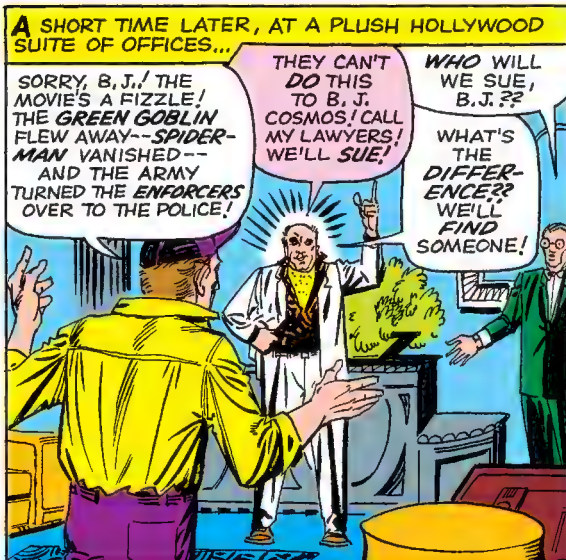




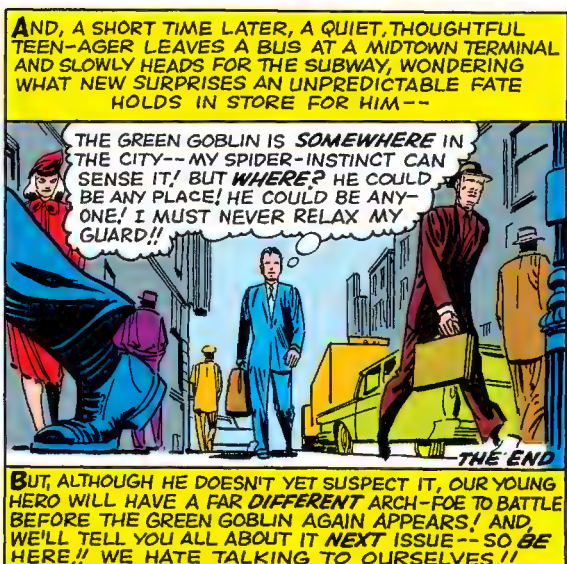
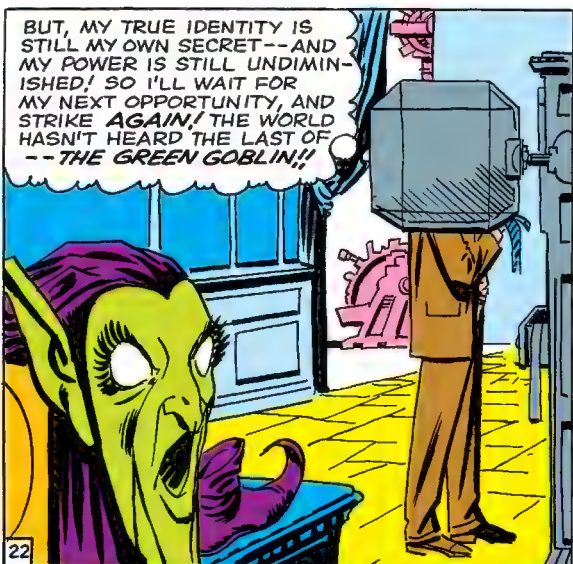
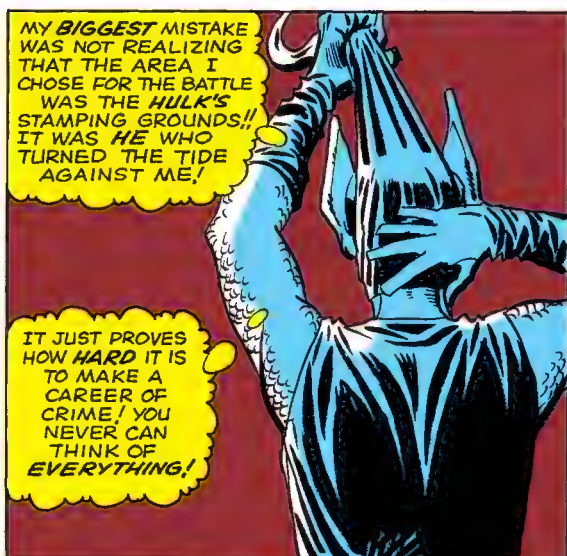
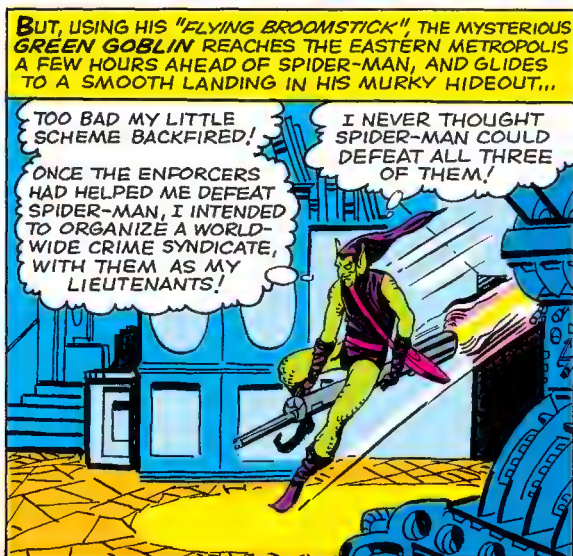
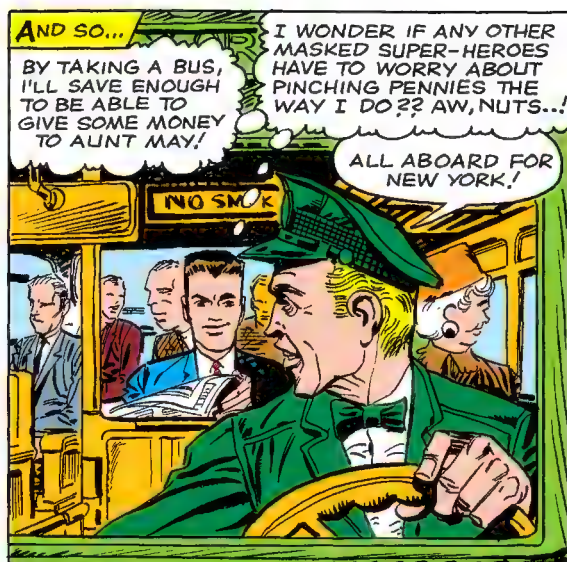
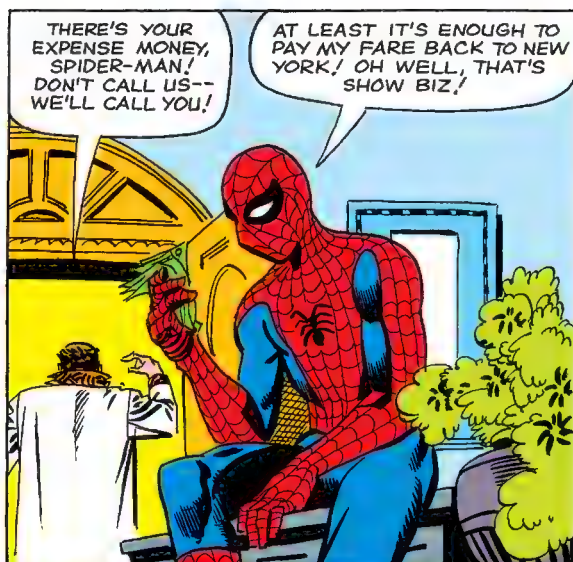
















# SPIDER'S WEB

Please address  
your letters to:  
**THE SPIDER'S WEB**  
Third Floor  
655 Madison Ave.  
New York 21, N. Y.

Dear Stan and Steve,

I don't believe it! You have come up with a super-hero who is, of all things, human. Spider-Man is the only super-hero who makes mistakes—bravo! By wondering if Spider-Man will be victorious when a danger comes up—presto!—instant fun, mystery, excitement and adventure! Take some other company's hero—I'll call him X—when X fights a bad guy, X is literally cluttered with so many super-powers that all the fun and adventure is washed out. So keep Spider-Man human with human problems and you'll get a winner every time. That advice goes the same way for the F.F., Avengers, and other great mags. In conclusion, don't consider this an order—just a pat on the back!

Mark Meed, P.M.Q. 19, Falconbridge  
(R.C.A.F. station), Ontario, Canada

**Thanks, Mark. But tell us—what does P.M.Q. stand for in the Royal Canadian Air Force?? (Any of our readers want to guess??)**

Dear Stan and Steve,

Sure I love your comics! But I hate one thing. What are you trying to do—turn Spider-Man into a love mag? I buy Spider-Man because it has adventure, so leave out the mushy stuff and continue with the good work. I hope that there will be a Spider-Man Annual in the future. Thanks for the other great mags in the MARVEL AGE OF COMICS!

Steven Moy, 54 Catherine St.  
New York 38, N.Y.

**Aw, a little romance never hurt a hero, Steve! What would Robin Hood be without Maid Marion, or Tarzan without Jane? (Or Marvel without you great fans?)**

Dear Stan and Steve,

In issue #10 of SPIDER-MAN J. Jonah Jameson talks about being jealous of Spider-Man. Well, I felt kind of sorry for him. So I wanted to know if you would put in a future magazine a story where Spider-Man saves J.J.'s life. Then J.J. could forget about the feud between them. Please!

Jerry Murrell, 8215 W. 28th.  
Okla. City, Okla.

**You want us to MAKE UP a story?? For shame, Jerry!! We've tried to convince everyone these tales are TRUE!**

Dear Stan and Steve,

Why do you do this to me? Why pick on me? Why do you come out with some of your masterpieces just when I'm flat broke! Why, just this morning I bought an issue of Spider-Man and one of Iron Man, but if I had more money I could have gotten F.F. (which I didn't see before it was too late), Giant-Man and Thor. You guys must be a bunch of geniuses. How you come up with foes such as the Enforcers just when you feel like publishing a new issue is beyond me. There is one person who doesn't seem to get enough praise for his good work and that is "Sparkling" Sam Rosen. I have never had any trouble reading his writing because his writing is not written rotten!

Joseph Urbanski, 3025 Hudson St.  
Baltimore 24, Md.

**Natch, Joe! Our slogan is "Rotten writin' aint written here!"**

Dear Stan and Steve,

I really enjoyed AMAZING SPIDER-MAN #10 and would like to take this opportunity to say that each and

every issue of this great magazine out is better than the preceding ish . . . Spider-Man is the best on the market. It is a theory of mine that new comic addicts are started on the way to fandom by the introduction of striking and exciting covers which, quite naturally, gain their attention. The cover of the issue in discussion is truly the most beautiful and exciting of any comic mag cover I have ever gained the pleasure of seeing. Just keep that Marvel seal in the corner along with the great stories, majestic covers and artwork, and the new additions to your Marvel Group of comics! Comic books are a slice of pure America—never to be forgotten by people like you and me and thousands of others who are conscious of what comics have done for us.

William Stockman, Rt. #1, Box 36c  
Waterford, Calif.

**And don't think we're gonna lead with our chins by asking WHAT they've done for us, Billy boy!**

Dear Stan and Steve,

I've read all different brands of comics and I have not yet found a brand as good as MARVEL. My favorite Marvel comic is SPIDER-MAN: When I read some of your comics they advertise others such as "Spider-Man vs. Electro" or "Iron Man vs. the Scarecrow." You say that they are "now on sale" but the stupid comic store never has the ones I see and want. But anyway, I still think no-matter-what that your comics are the best!

Leo Soricelli, 1219 Elm St.  
Peekskill, N.Y.

**We're never dead sure when they'll go on sale either, Leo. We have to kinda guess at the date because it varies from city to city. (We hate to admit we're not perfect, but c'est la vie!)**

Dear Stan and Steve,

I've read Marvel Comics from the beginning. Spider-Man couldn't be improved. The X-Men are great but the Avengers aren't up to Marvel's regular standards. One thing I must comment on is the girl members of the Marvel Family. They're all a bunch of wows! Pepper Potts who sub-stars with Iron Man looks wonderful now. The only other problem you have is the double initial disease—Sue Storm, Reed Richards, J. J. Jameson, Pepper Potts, Happy Hogan, Peter Parker, and Bruce Banner are a few illustrations.

Eric King, Box 152  
Dayton, Nevada

**Here's another one, Eric—Stan even has a F. (OT named Gorgeous George!)**

Dear Stan and Steve,

I just had to write you the instant I finished SPIDER-MAN #10. "The Enforcers" was undoubtedly one of the greatest stories of all time—in a comic or in a book! Just as you said—it's going to be difficult to ever again be satisfied with lesser magazines. It surprised the life out of me when I learned that Frederick Foswell was the "Big Man." The whole adventure was exciting and suspenseful throughout! How could any tale be so marvelously told! And the last page—that really was a dramatic finish! I've started trying your western comics and they are pretty good—especially KID COLT. And boy—I thought I hated war comics but, because of the attractive cover, I finally gave in and bought SGT. FURY. Wowee! It is great! But with Stan and Jack how could it miss?! Maybe this letter is too hasty, but I'm a high school student and have to do homework like Peter. Hail to the Prince of Heroes—Spider-Man—and to the fastest

CONTINUED...



rising star in the comic book heaven—MARVEL COMICS!

Cole Bleckley, 545 Simons Ave.  
Summerville, S.C.

**Cole, a letter like yours makes us feel that all the writer's cramps, inkstained cuffs, and sleepless nights are worth it!**

Dear Stan and Steve,

I've got a question to ask you that's been bothering me for a long time now. When Spider-Man goes swinging from building to building with the aid of his web, what does he do with the used webs? Does he just leave them hanging there? If so, wouldn't he be paying fines galore for being a litter-bug? But if he doesn't leave them hanging there, what does he do with them? Also, where does Spidey get his web fluid? I doubt if the neighborhood grocer carries the fluid. Does he manufacture it? If so, out of what? And where would he get the materials needed? Incidentally, I for one like the half-Spider-Man/half-Peter Parker pictures. I know this may sound ridiculous, but what would happen if the Angel in the X-MEN ever broke a wing? Who could set it? Wouldn't it make a doctor wonder just a little about a guy who walks in with a pair of wings, and one is broken?

David Catena, 2601 Cambria Ave.  
Windber, Pa.

**We'll answer your clever questions in our Spidey Annual—on sale this summer, Dave. As for Angel's broken wing, he'd just have to find a doctor who's "for the birds"!**

Dear Stan and Steve,

Let's not kid about it! Your mag is terrific! I remember a day (8 issues ago) when we were going on a long trip and I was picking up a few mags to take along. I just picked out any one to have something to read. It turned out to be some nut called Spider-Man (#3). I was really sorry I said that after I read it. Spider-Man #4 looked lousy on the cover, but I ended up buying it—and was I glad I did! From then on I collected F.F., Spider-Man, and Strange Tales no matter what the covers looked like. One day I went to my friend's house and read X-Men #3 about the Blob and I am going to collect them, too!

Steve Brown, 2514 Windsor Ave.  
Roanoke, Va.

**But Steverino, you haven't told us the most important part—whatinheck IS wrong with our covers???**

Dear Stan and Steve,

What do you say about the best comic story you've read after 12 years of experience? This is the type of story Spider-Man was made for. There was no trite villain (I don't care what anyone says—comics didn't need supervillains before and they don't need 'em now); the story was a real mystery masterpiece (I was shocked at the ending as I thought Jameson was the "Big Man"); and last, but not least, some really good earthy criminal crimes were committed. There was no evil chemist bent on world destruction or an alien from outer space slopping up the plot. The artwork in all your mags is sensational and getting better all the time! Here's to all you Marvel-type guys, J. Jonah, pickled peppers, and a million more stories like "The Enforcers"!

Jim Civarra, 2424 197th P.L.S.W.  
Alderwood Manor, Wash.

**Thanks, Jim, but we'll be afraid to face you the next time we do a story about a super-villain bent on world destruction—and we've got some DOOZIES!**

Dear Stan and Steve,

I seldom write letters to the really great comic mags because I feel they already get enough rave letters. However, in the case of Spider-Man's mail, I feel your readers have missed an essentially important fact. They will write and tell you how good or bad one particular issue was but they are missing the general picture. More readers should step back and take a look at *all* the issues of Spider-Man as a whole. There is no other comic, past or present, that has such a consistent run of superb comics! Also, I feel the people who write in to say, "Spider-Man's webbing was missing, etc., etc." are really cheating themselves out of a lot of downright enjoyment by looking for such ridiculous points. As a final note, congratulations on the last comment in the Spider's Web—very few editors have the guts to complement their

competitors!

Carter de Paul, Jr., 375 N. Oraton Pkwy.  
East Orange, N.J.

**Aw, it doesn't take guts, Carter. All it takes is a genuine feeling of respect for all the talented people in this challenging, creative business of ours.**

#### SPECIAL ANNOUNCEMENTS SECTION:

—Here it is—the news you've been waiting for! We're definitely going to publish a SPIDER-MAN ANNUAL! It'll go on sale this summer. We'll try to give you the exact date in a future ish. We don't know the exact contents yet because we haven't WRITTEN it yet! In fact, we don't know when we'll get the time to write it. But, you know us—somehow, some way, we'll get it done! We'll toss in all the heroes, villains, and surprises we can dream up, as well as answers to all the countless questions you've been asking about Spidey in all your letters. More info later . . .

—Well, although Big Bill Everett didn't have the time to continue drawing DAREDEVIL after the first issue, we were extremely lucky in getting an old friend, Jolly Joe Orlando to take over beginning with ish #2. (Now on sale). Joe's art is really in the Spider-Man style, and we hope you'll get the same kick out of it that you do out of Smilin' Stevie's. You may have seen Joe's delightful drawings many times in MAD Magazine, as well as in many old-time Marvel mags. As for Big Bill, we won't stop trying to lure him away from his present job in New England, and when we do, you can bet we'll have a new mag for him to do. And, by the way—Daredevil tackles Spidey's old enemy, Electro, in the current ish, so it'll give you a chance to compare Spidey's fighting style with that of Marvel's newest star.

—As usual, the FANTASTIC FOUR have another powerhouse story now on sale. In ish #28 the F.F. meet the colorful X-MEN, and Stan and Jack really went hog-wild on this one. They also tossed in the Puppet Master AND The Mad Thinker and his Awesome Android!! There are so many VILLAINS that it's hard to find the HEROES! But, this we promise—you'll flip over the action-packed suspense!

—Don't miss Sunny Steve's artwork on Dr. Strange, in STRANGE TALES #122, on sale now. It's as mysterious, macabre, and menacing as ever. The Human Torch story in that same great ish is nothing to sneeze at either. And wait'll you see the three guest-star villains!

—We're always being told that we brag too much—so, let's try doing things differently now. We'll try to refer to the following mags (on sale now) without bragging: THOR #105 has a somewhat pleasant tale featuring the wrap-up of the Thunder God's battle with the Cobra and Mr. Hyde. It also features a new Tale of Asgard, nicely drawn and adequately written. You may have noticed that Jack Kirby does the entire THOR Mag artwork now, and we're sure you'll be moderately pleased.

—Another reasonably nice tale is featured in ASTONISH #57. It stars Giant-Man battling with none other than the ubiquitous Peter Parker, or Spider-Man as he is known to the inner circle. This story contains a fair degree of action and might afford you some moments of pleasure.

—It's not a matter of earth-shaking importance, but IRON MAN #55 features The Return of the Mandarin as well as a special 5-page bonus supplement containing important information about ol' shell-head. We feel you may find it an entertaining issue.

—May we also recommend THE AVENGERS, SGT. FURY, and THE X-MEN. Space does not permit us to list all their virtues, but we feel that they are worth their purchase price.

—Okay? Modest enough for you? Take it from us—it isn't easy! Not when we feel like shouting from the rooftops about our mags! We sure hope that you, the fans who are so important to us, are half as excited about the Marvel line-up as we are!

—And now, time for some talk about our next SPIDER-MAN! It's almost impossible to speak about it modestly! It co-stars KRAVEN, THE HUNTER, a new different type of arch-villain, and Stan and Steve have promised surprises by the bushelful! So be with us next ish—even if it's just to see if we finally fall on our faces!

—Till then, keep your webs untangled and stop winking at Aunt May! You're just not her type!





MARVEL  
COMICS  
GROUP **12¢**

# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

IND.

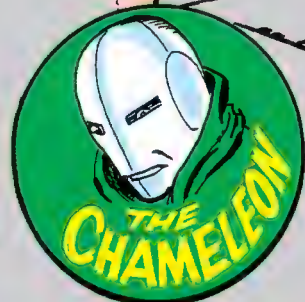
**15**  
AUG.

SO YOU THINK THERE ARE  
NO NEW TYPES OF SUPER-  
VILLAINS LEFT FOR OL' SPIDEY  
TO BATTLE, EH? WELL, YOU'VE  
GOT A SURPRISE COMING!!  
HERE'S ONE OF THE NEWEST  
AND GREATEST OF ALL...

## KRAVEN, THE HUNTER!



**SPECIAL GUEST STAR:**  
RE-INTRODUCING ONE OF THE FIRST  
FOES SPIDER-MAN EVER FOUGHT!







OKAY, GROUP... THE PARTY'S OVER! IN CASE YOU HAVEN'T HEARD, THERE'S A LITTLE OL' LAW AGAINST ORGANIZING BANK ROBBERY GANGS IN THIS TOWN!

FOR ANY OF YOU WHO MAY HAVE BEEN LIVING IN ANOTHER GALAXY FOR THE PAST TWO YEARS, WE'LL EXPLAIN THAT THIS IS CERTAINLY AND THIS IS CERTAINLY THE MOST EXCITING SPIDEY ADVENTURE WE'VE EVER PRESENTED! (SINCE THE LAST ONE!) IT'S GOT VILLAINS, HEROES, ACTION-- A MISH-MASH OF EVERY-THING-- AND IT'S TOLD IN THE MARVEL MANNER! 'NUFF SAID!

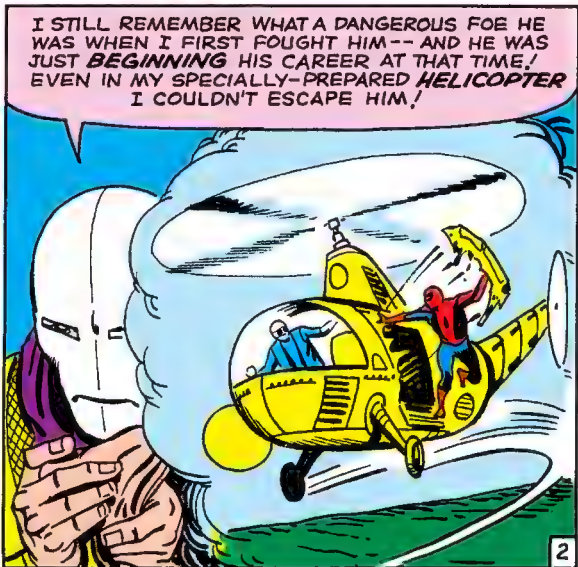
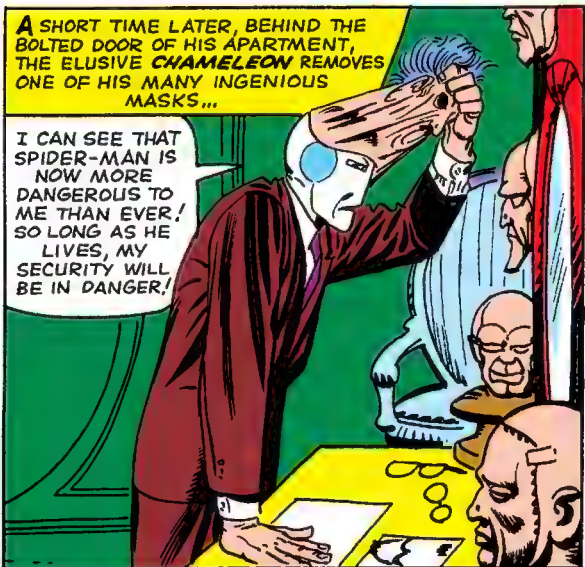
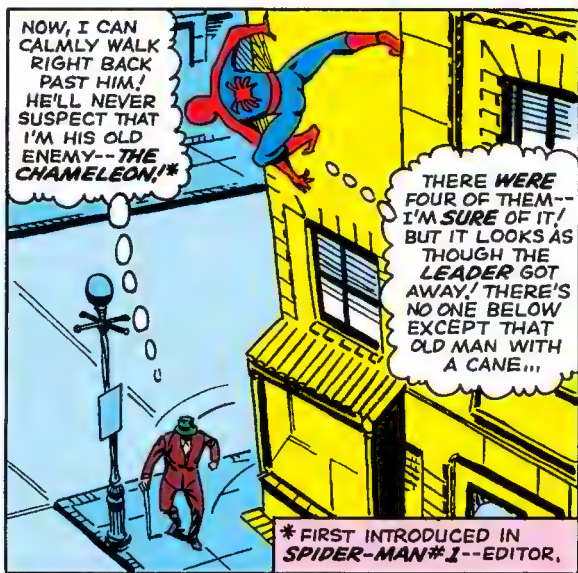
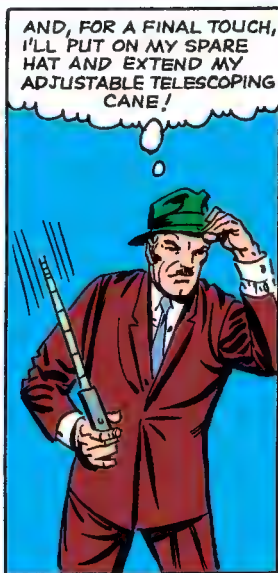
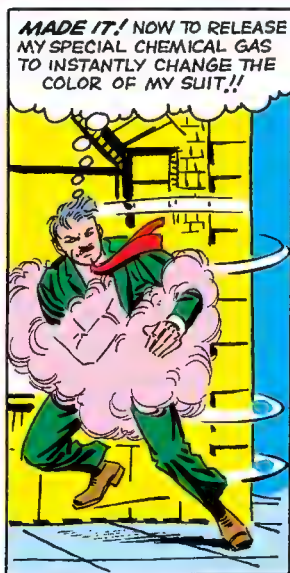
WE'RE TRAPPED! IT'S SPIDER-MAN! HE MUST HAVE BEEN SHADOWING US OUT THERE-- LISTENING TO OUR PLANS!

WRITTEN BY:  
**STAN LEE**  
(BECAUSE WE COULDN'T AFFORD MICKEY SPILLANE)

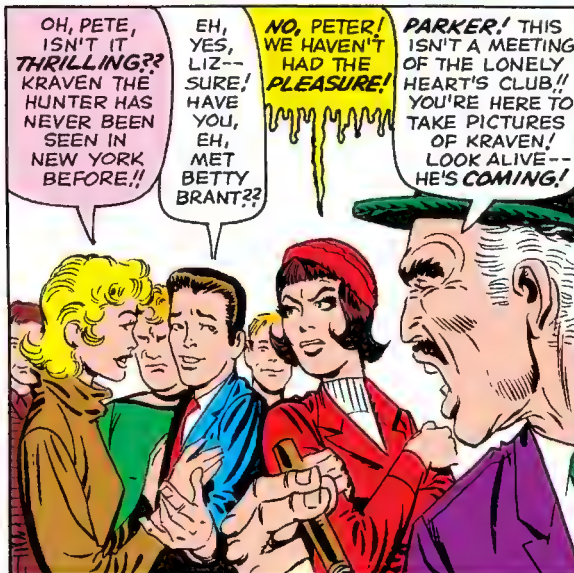
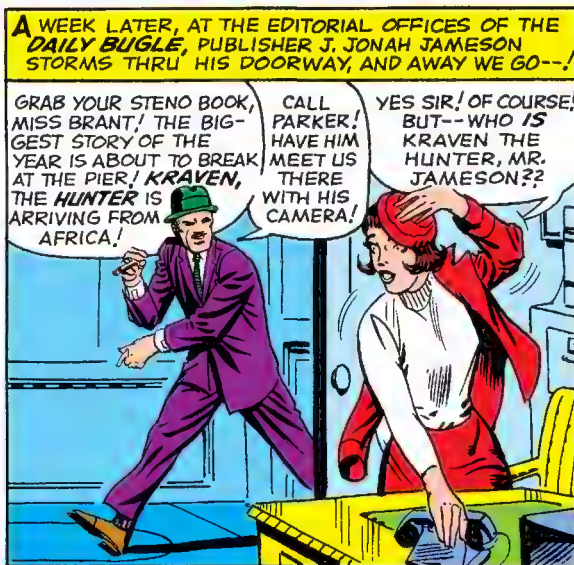
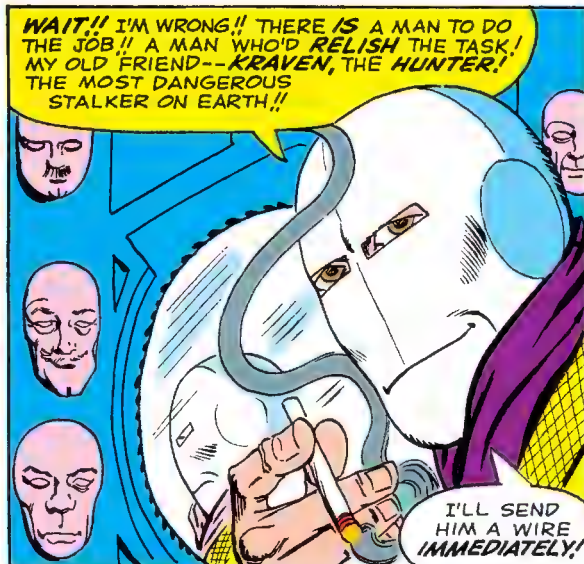
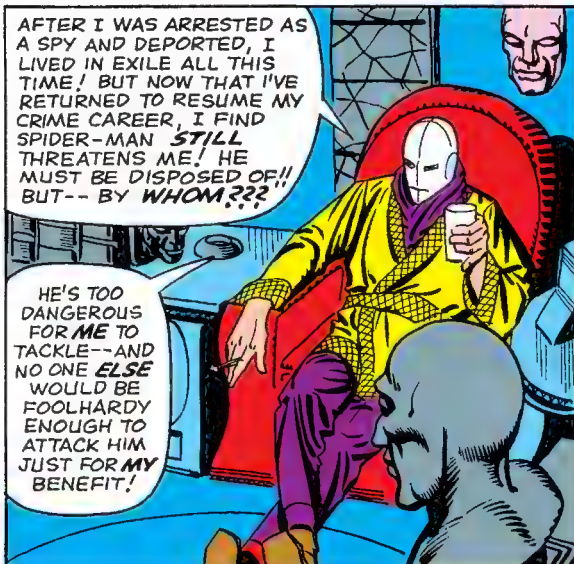
ILLUSTRATED BY:  
**STEVE DITKO**  
(BECAUSE PICASSO WAS OUT OF TOWN)

LETTERED BY:  
**ART SIMEK**  
(BECAUSE HIS NAME FITS THIS SPACE)

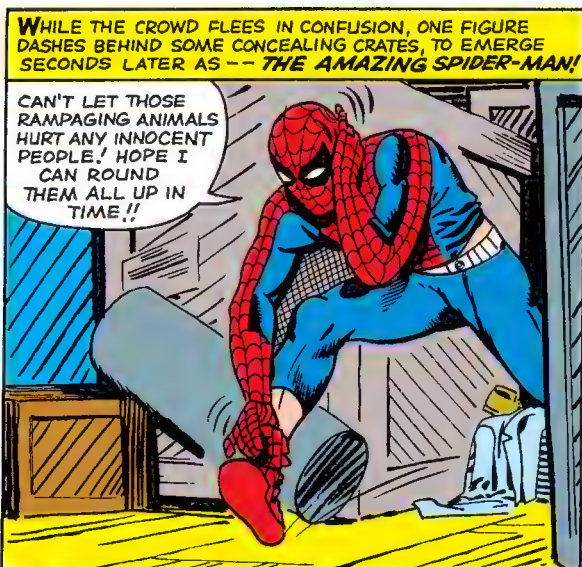














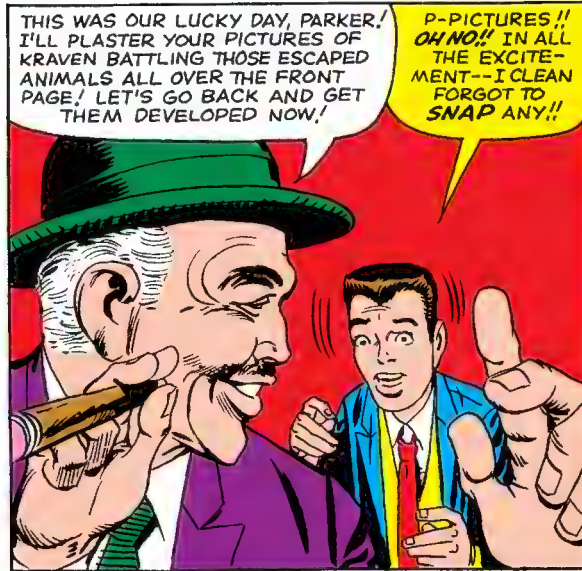


CAN'T GET CLOSE ENOUGH TO THE OTHER ONE TO THROW MY KNOCKOUT PUNCH!! I'LL HAVE TO RESORT TO SOMETHING ELSE!

I'LL USE THE TRANQUILIZING DRUG WHICH I KEEP IN ONE OF MY BELT TUSKS, TO QUIET HIM DOWN! THEN, HE'LL BE EASY TO HANDLE!

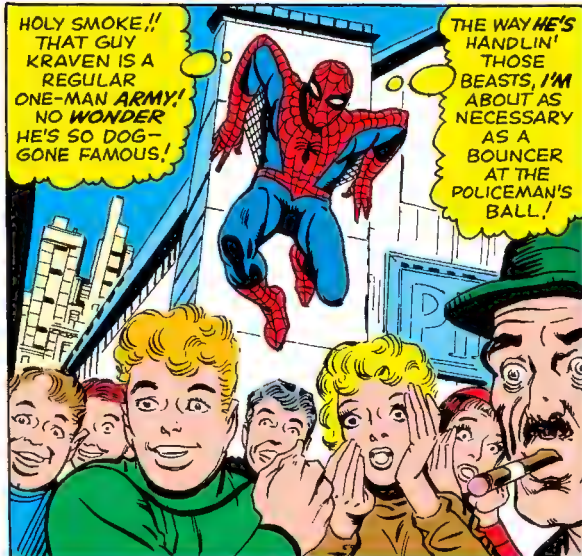


WOW! BESIDES EVERYTHING ELSE, HE'S A MASS OF MUSCLES! LOOK AT THE WAY HE'S LIFTING THAT GORILLA!! HE MUSTA PLAYED MARBLES WITH BARBELLS WHEN HE WAS A KID!



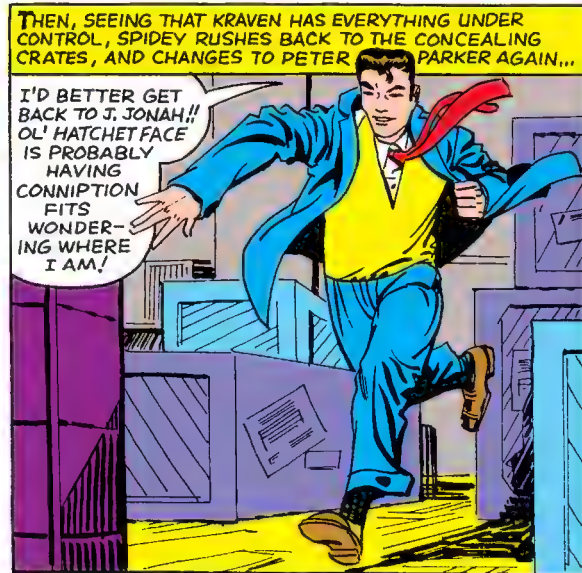
THIS WAS OUR LUCKY DAY, PARKER! I'LL PLASTER YOUR PICTURES OF KRAVEN BATTLING THOSE ESCAPED ANIMALS ALL OVER THE FRONT PAGE! LET'S GO BACK AND GET THEM DEVELOPED NOW!

P-PICTURES!! OH NO!! IN ALL THE EXCITEMENT--I CLEAN FORGOT TO SNAP ANY!!



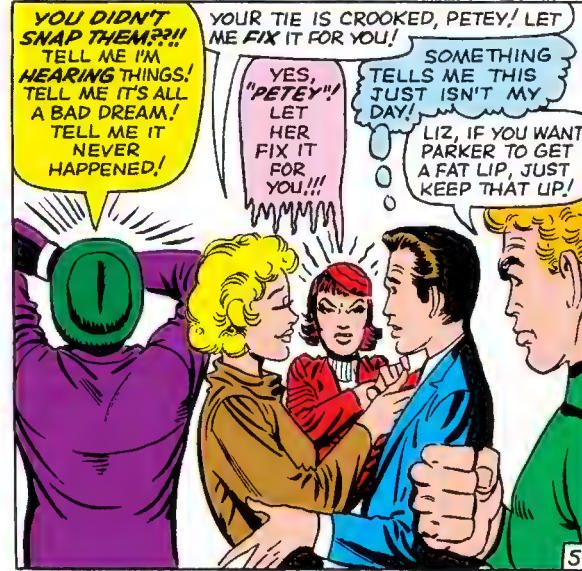
HOLY SMOKE!! THAT GUY KRAVEN IS A REGULAR ONE-MAN ARMY! NO WONDER HE'S SO DOG-GONE FAMOUS!

THE WAY HE'S HANDLIN' THOSE BEASTS, I'M ABOUT AS NECESSARY AS A BOUNCER AT THE POLICEMAN'S BALL!



THEN, SEEING THAT KRAVEN HAS EVERYTHING UNDER CONTROL, SPIDEY RUSHES BACK TO THE CONCEALING CRATES, AND CHANGES TO PETER PARKER AGAIN...

I'D BETTER GET BACK TO J. JONAH!! OL' HATCHET FACE IS PROBABLY HAVING CONNIPPION FITS WONDERING WHERE I AM!

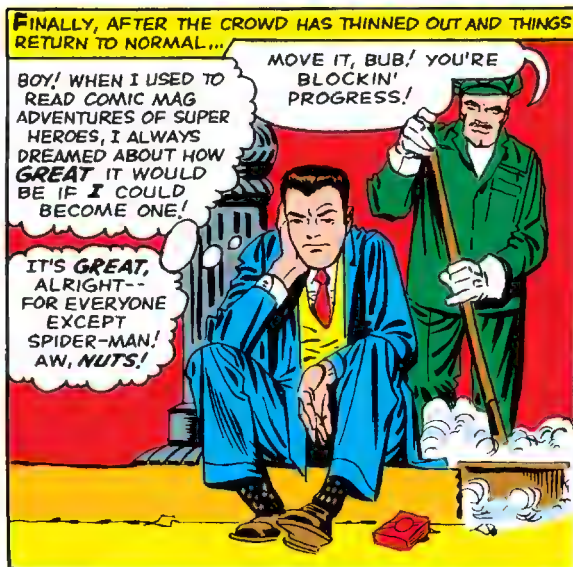
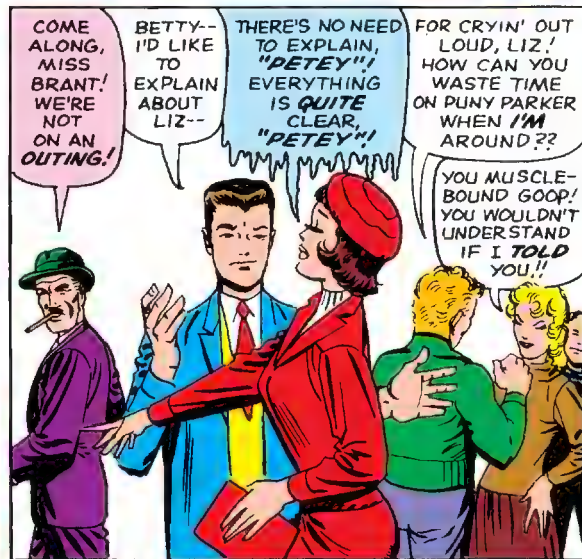
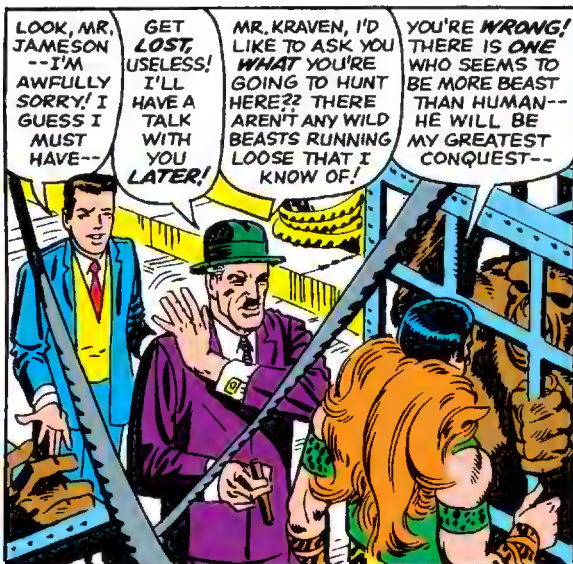


YOU DIDN'T SNAP THEM??!! TELL ME I'M HEARING THINGS! TELL ME IT'S ALL A BAD DREAM! TELL ME IT NEVER HAPPENED!

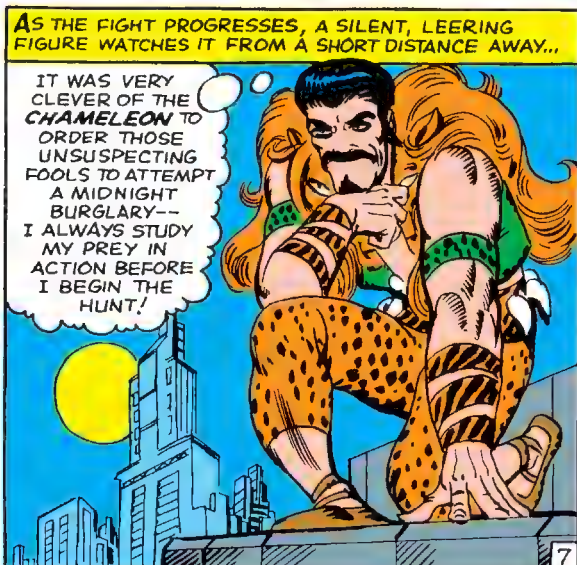
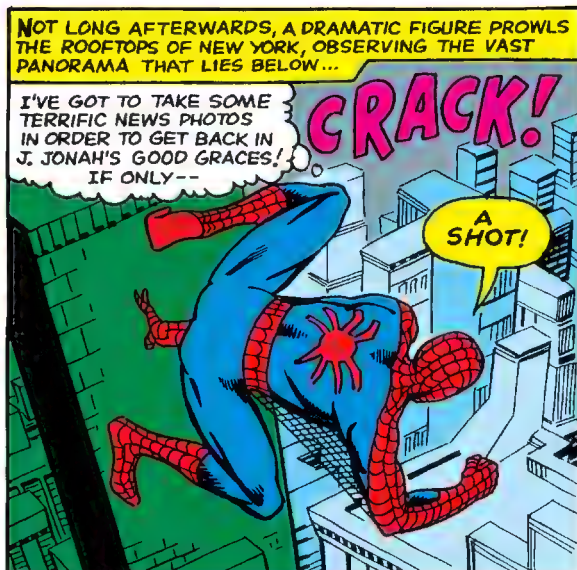
YOUR TIE IS CROOKED, PETEY! LET ME FIX IT FOR YOU!

SOMETHING TELLS ME THIS JUST ISN'T MY DAY! LIZ, IF YOU WANT PARKER TO GET A FAT LIP, JUST KEEP THAT UP!













I NEED HAVE NO FEAR-- HE **WILL** BE A WORTHY FOE! HE HAS SPEED--SKILL--AND DARING!



HE'S **CORNERED!** C'MON--**RUSH** HIM!

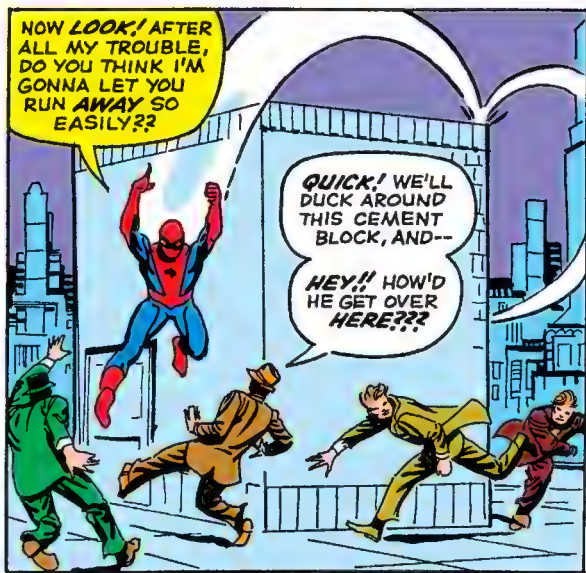
NOW'S OUR CHANCE TO FINISH HIM OFF!

LOOK OUT! HE'S STARTIN' TO FLIP HIMSELF UP OVER US!!



HOW DOES HE **DO** IT?? HE'S STANDIN' ON THE SIDE OF THE WALL!! CAN'T REACH 'IM!!

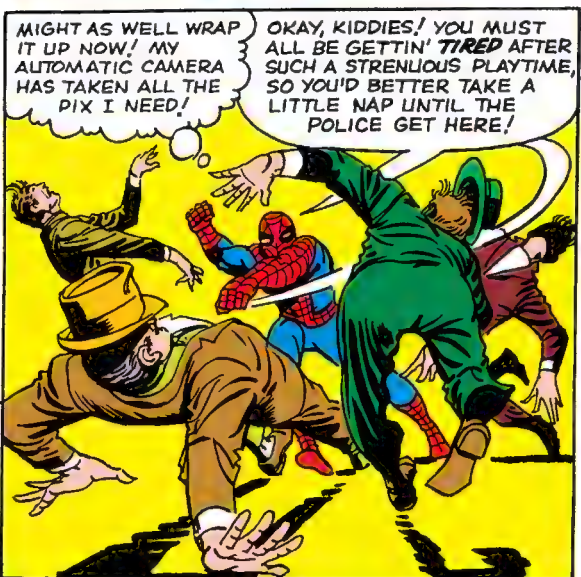
BUT, FROM MY LITTLE VANTAGE POINT UP HERE, I CAN REACH YOU-- SEE WHAT I MEAN??



NOW **LOOK!** AFTER ALL MY TROUBLE, DO YOU THINK I'M GONNA LET YOU RUN AWAY SO EASILY??

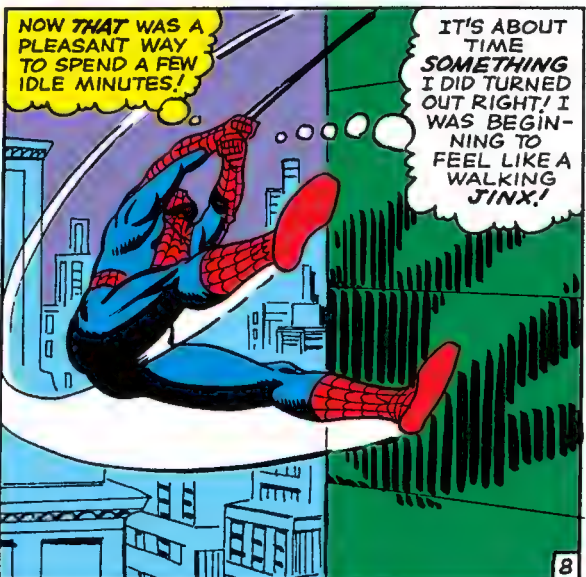
QUICK! WE'LL DUCK AROUND THIS CEMENT BLOCK, AND--

HEY!! HOW'D HE GET OVER HERE???



MIGHT AS WELL WRAP IT UP NOW! MY AUTOMATIC CAMERA HAS TAKEN ALL THE PIX I NEED!

OKAY, KIDDIES! YOU MUST ALL BE GETTIN' **TIRED** AFTER SUCH A STRENUOUS PLAYTIME, SO YOU'D BETTER TAKE A LITTLE NAP UNTIL THE POLICE GET HERE!



NOW **THAT** WAS A PLEASANT WAY TO SPEND A FEW IDLE MINUTES!

IT'S ABOUT TIME **SOMETHING** I DID TURNED OUT RIGHT! I WAS BEGINNING TO FEEL LIKE A WALKING **JINX!**



**BUT, AS HE SWINGS PAST A NEARBY ROOFTOP, SPIDEY'S SPIDER-SENSE DETECTS ANOTHER PRESENCE--AN EVIL PRESENCE--AND SO--**

GREETINGS, SPIDER-MAN! I'VE BEEN LOOKING FORWARD TO OUR FIRST MEETING--WHICH SHALL ALSO BE YOUR **LAST MEETING WITH ANYBODY!**

**KRAVEN !!**

AH, YOU **KNOW** ME! HOW UNUSUAL! IT ISN'T OFTEN THAT MY DEFEATED JUNGLE FOES KNOW THE NAME OF THE ONE WHO VANQUISHED THEM!

WHAT'S THE ANGLE, MISTER?? HOW COME YOU'RE ANTI-SPIDER-MAN??

I AM A **HUNTER!!** HUNTING IS MY ENTIRE LIFE! BUT, THERE WERE NO MORE GOALS FOR ME TO STRIVE FOR--UNTIL I LEARNED OF **YOU!** YOU SHALL BE MY GREATEST TRIUMPH!!

YOU DIDN'T EXPECT ME TO BE SO FAST!

BOY! **NOW** I'M IN FOR IT! HE'S THE **WORST** KIND OF ENEMY--A NUT WHO FIGHTS YOU JUST FOR THE SHEER **FUN** OF IT!--UGHHH!

THIS IS WHAT I WAS **AFRAID** OF! YOU'RE TOO EASY TO DEFEAT!

AND NOW I'LL END YOUR CAREER FOREVER WITH MY SMASHING NERVE PUNCH--THE SAME PUNCH THAT CAN DOWN A FULL-GROWN CHARGING RHINO!

I'VE GOT TO **TURN--** BLOCK IT WITH MY **SHOULDER--** OHHHH!

**GOOD!** YOU SAVED YOURSELF! BUT, ONLY FOR A MINUTE! NOW I'LL-- **WHA--?!!!**

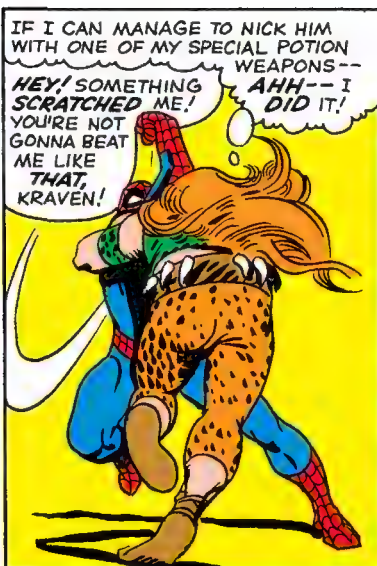
MY SHOULDER WENT **NUMB!** CAN'T AFFORD TO GIVE HIM A SECOND CHANCE!

OKAY, BUSTER-- IF IT'S A **REAL FIGHT** YOU WANT--!

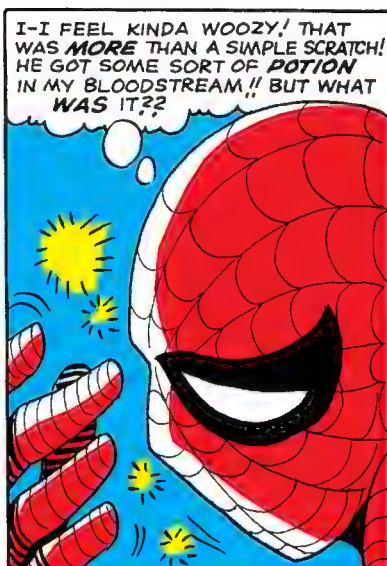




HE'S STRONGER THAN I THOUGHT! EVEN WITH ONE HAND HE'S BEATING ME! I CAN'T DEFEAT HIM FAIRLY, BUT--



IF I CAN MANAGE TO NICK HIM WITH ONE OF MY SPECIAL POTION WEAPONS--  
HEY! SOMETHING SCRATCHED ME! YOU'RE NOT GONNA BEAT ME LIKE THAT, KRAVEN!



I-I FEEL KINDA WOOLZY! THAT WAS MORE THAN A SIMPLE SCRATCH! HE GOT SOME SORT OF POTION IN MY BLOODSTREAM!! BUT WHAT WAS IT??

THEN, AS SPIDER-MAN RELEASES HIS SAVAGE FOE FOR AN INSTANT, KRAVEN RACES AWAY, WITH A TRIUMPHANT CRY RINGING FROM HIS SNEERING LIPS...

I'VE WON, SPIDER-MAN! MY POTION WILL WEAKEN YOU ENOUGH FOR ME TO BEAT YOU ANY TIME I DESIRE! BUT, I'LL PROLONG MY ENJOYMENT! I'LL FINISH YOU OFF ANOTHER TIME!

I'LL LET HIM GO FOR NOW! I'VE GOT TO CLEAR MY HEAD--!!

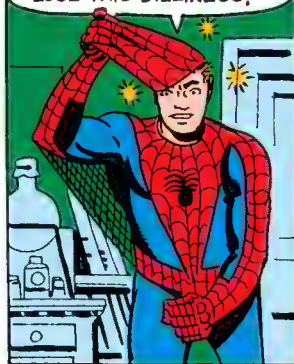


I'M GETTING DIZZIER BY THE MINUTE! I'LL JUST GRAB MY CAMERA FROM WHERE I LEFT IT, AND TRY TO MAKE IT HOME!



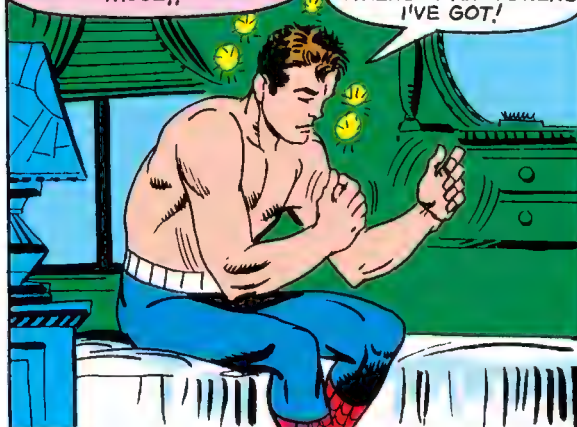
FOR THE NEXT FEW MINUTES, THE AMAZING TEEN-AGER SLOWLY AND CAUTIOUSLY HUGS THE ROOF-TOPS ON HIS JOURNEY HOME, AND THEN FINALLY...

--WHEW!-- MY SHOULDER IS GETTING BACK TO NORMAL NOW, BUT I CAN'T LOSE THIS DIZZINESS!



AND NOW MY HANDS HAVE STARTED TO TWITCH!! I CAN'T MAKE THEM STOP! NO WONDER KRAVEN IS SUCH A SUCCESSFUL HUNTER IF HE USES POTIONS SUCH AS THOSE!!

WELL, MAYBE I'LL BE OKAY AGAIN IN THE MORNING, AFTER A GOOD NIGHT'S SLEEP! I'VE GOT A HUNCH I'M GONNA NEED ALL THE STRENGTH AND POWERS I'VE GOT!



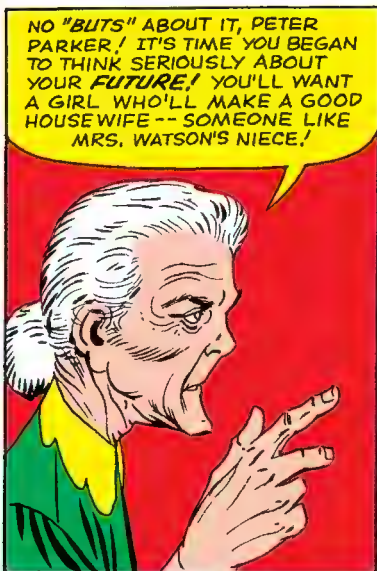
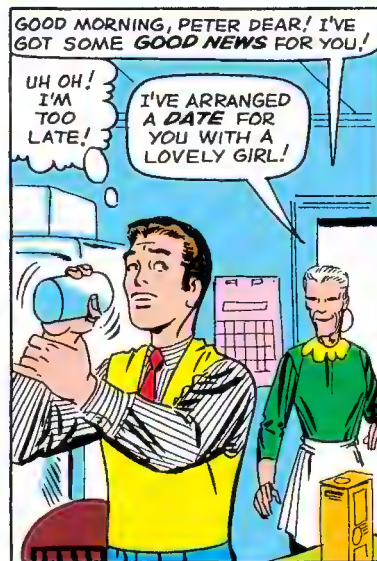
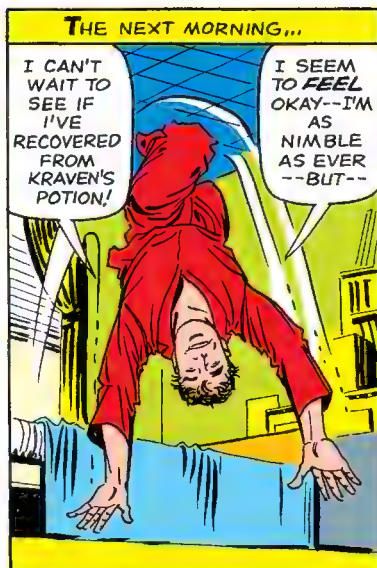
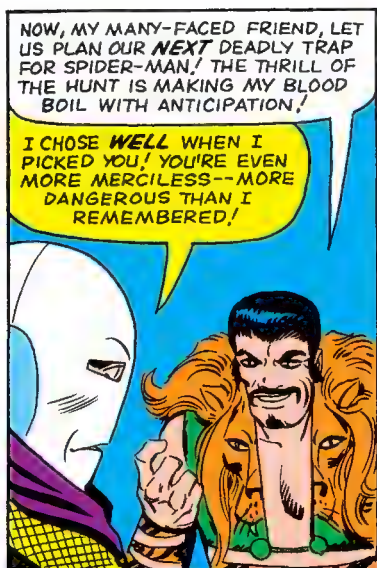
AND, IN ANOTHER PART OF TOWN...

I DON'T GET IT, KRAVEN! YOU SAY HE'S FAR STRONGER, FAR MORE DANGEROUS THAN YOU THOUGHT--AND YET YOU'RE HAPPY ABOUT IT!

OF COURSE I AM! HE'S THE KIND OF FOE I'VE ALWAYS WANTED --ONE TO TEST MY METTLE TO ITS FULLEST! WHAT A TRIUMPH THIS WILL BE FOR ME! HOW SWEET WILL BE THE FRUITS OF MY VICTORY!











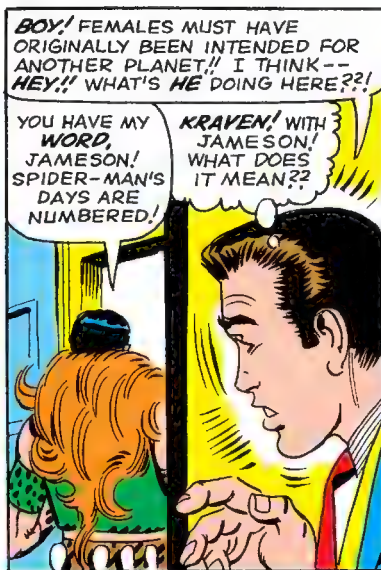
WHY, HEL-LO, PETEY-WETEY! HERE, LET ME FIX YOUR LITTLE TIEZY-WIEZY, PETEY!

AWW, CUT IT OUT, BETTY! YOU KNOW THAT I HATE BEING CALLED "PETEY"!



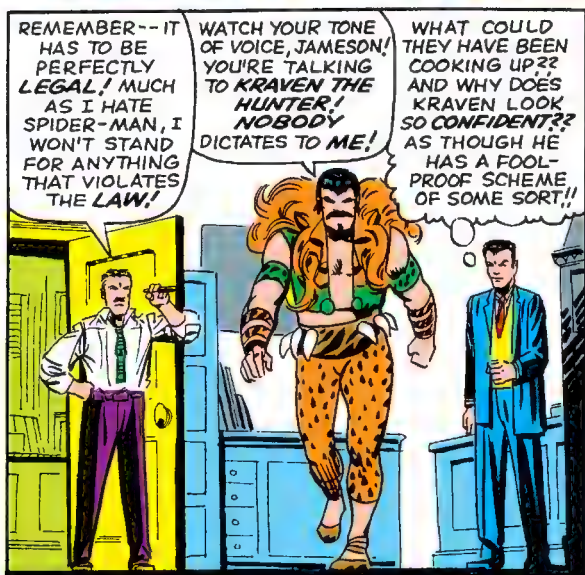
REALLY, MISTER PARKER?? I DIDN'T NOTICE YOU TELLING THAT EMPTY-HEADED BLONDE SCHOOL-GIRL NOT TO CALL YOU PETEY!!

OF COURSE I DIDN'T TELL HER! WHAT DO I CARE WHAT SHE CALLS ME?? SHE DOESN'T MEAN ANYTHING TO ME!



YOU HAVE MY WORD, JAMESON! SPIDER-MAN'S DAYS ARE NUMBERED!

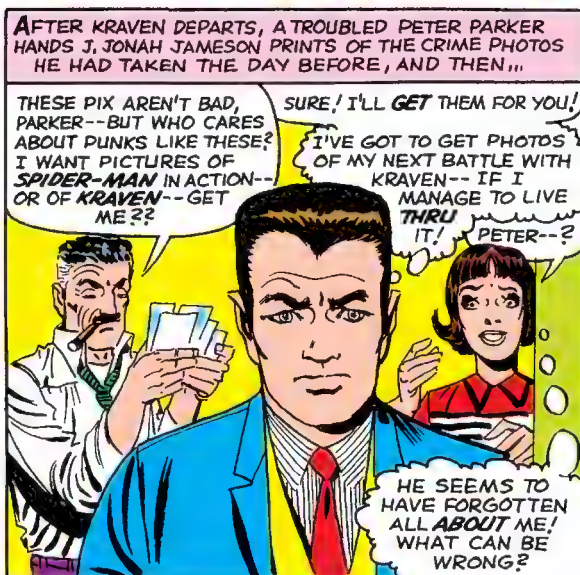
KRAVEN! WITH JAMESON! WHAT DOES IT MEAN??



REMEMBER-- IT HAS TO BE PERFECTLY LEGAL! MUCH AS I HATE SPIDER-MAN, I WON'T STAND FOR ANYTHING THAT VIOLATES THE LAW!

WATCH YOUR TONE OF VOICE, JAMESON! YOU'RE TALKING TO KRAVEN THE HUNTER! NOBODY DICTATES TO ME!

WHAT COULD THEY HAVE BEEN COOKING UP?? AND WHY DOES KRAVEN LOOK SO CONFIDENT?? AS THOUGH HE HAS A FOOL-PROOF SCHEME OF SOME SORT!!

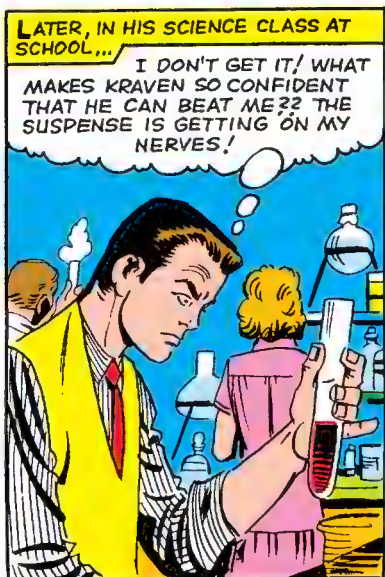


AFTER KRAVEN DEPARTS, A TROUBLED PETER PARKER HANDS J. JONAH JAMESON PRINTS OF THE CRIME PHOTOS HE HAD TAKEN THE DAY BEFORE, AND THEN...

THESE PIX AREN'T BAD, PARKER--BUT WHO CARES ABOUT PUNKS LIKE THESE? I WANT PICTURES OF SPIDER-MAN IN ACTION--OR OF KRAVEN--GET ME??

SURE! I'LL GET THEM FOR YOU! I'VE GOT TO GET PHOTOS OF MY NEXT BATTLE WITH KRAVEN-- IF I MANAGE TO LIVE THRU IT! PETER--?

HE SEEMS TO HAVE FORGOTTEN ALL ABOUT ME! WHAT CAN BE WRONG?



LATER, IN HIS SCIENCE CLASS AT SCHOOL...

I DON'T GET IT! WHAT MAKES KRAVEN SO CONFIDENT THAT HE CAN BEAT ME?? THE SUSPENSE IS GETTING ON MY NERVES!



THEN, SUDDENLY...

OH NO!! MY HANDS STARTED SHAKING AGAIN!! I COULDN'T EVEN HOLD THAT TEST TUBE!

HEY! WHAT'S WITH PUNY PARKER??

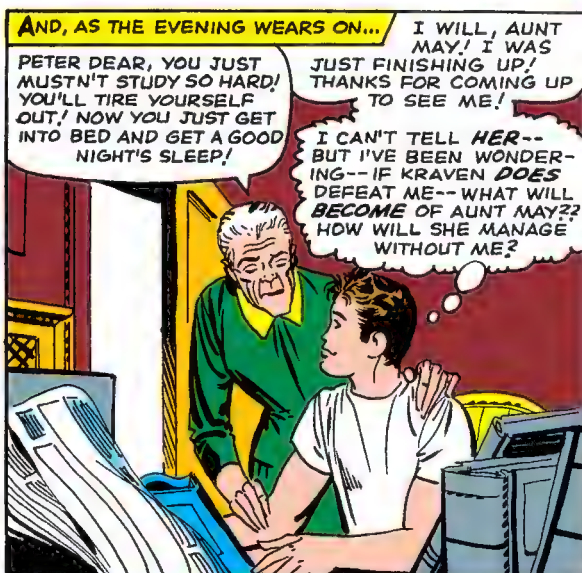
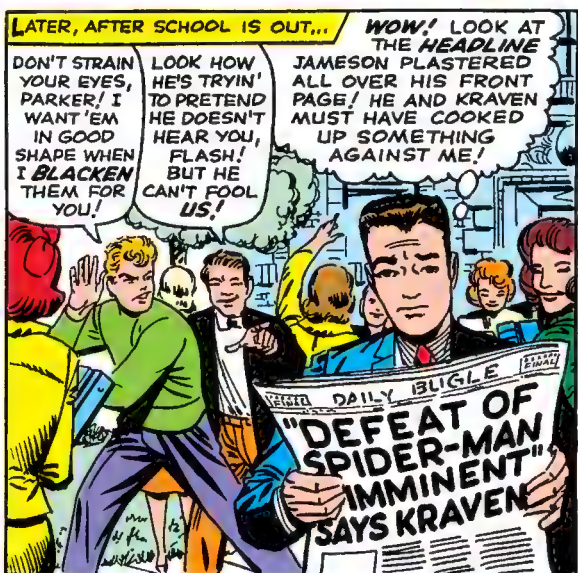
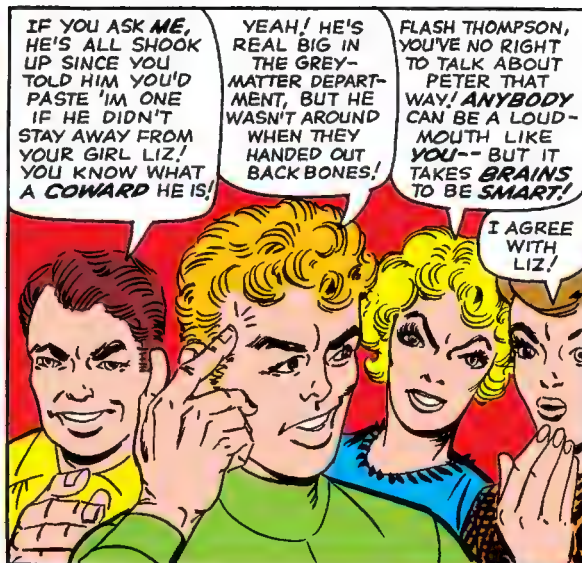
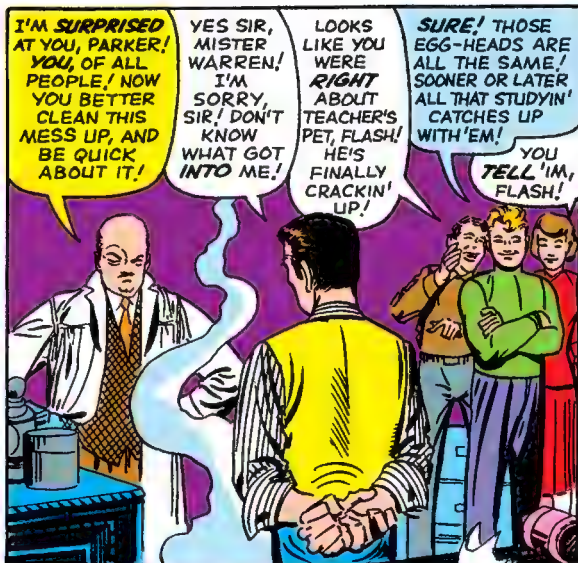


I NEVER SAW PETER PARKER THAT WAY BEFORE! HE LOOKS LIKE HE'S ALL THUMBS!

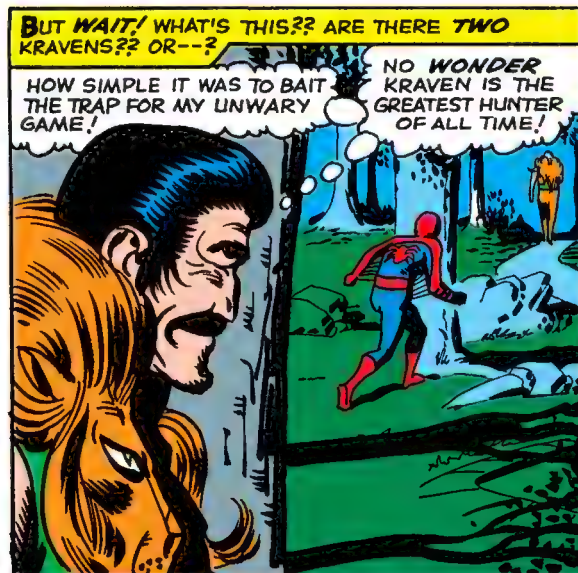
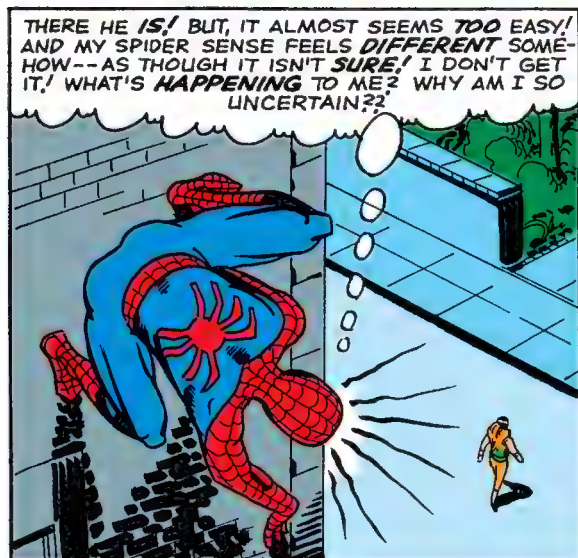
THIS IS AWFUL! CAN'T HOLD ON TO A THING!

FOR GOODNESS SAKE! HOW CLUMSY CAN YOU BE?!!

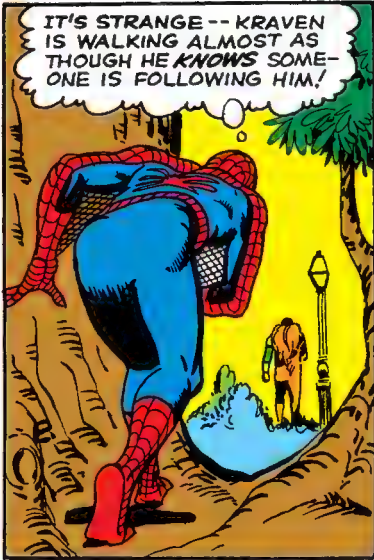




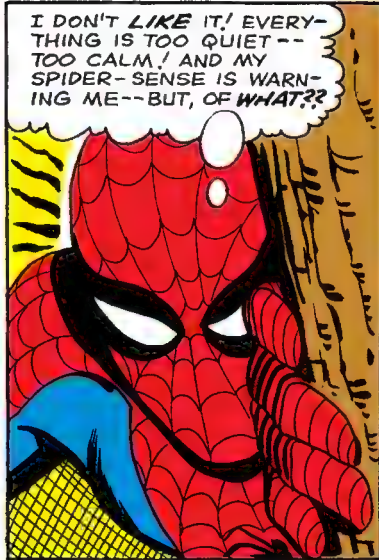








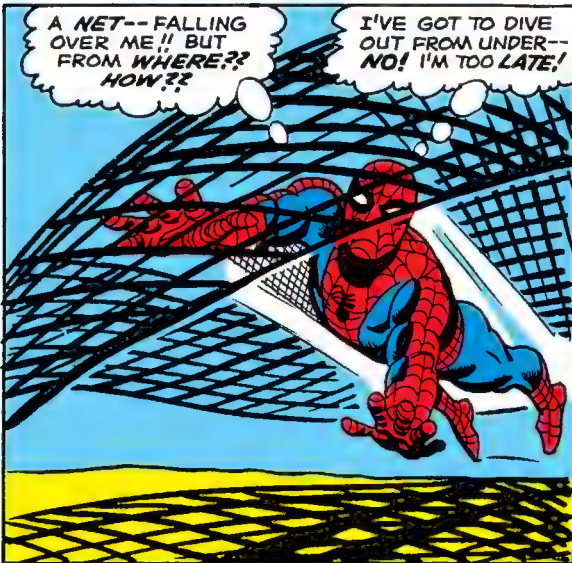
IT'S STRANGE -- KRAVEN IS WALKING ALMOST AS THOUGH HE *KNOWS* SOMEONE IS FOLLOWING HIM!



I DON'T *LIKE* IT! EVERYTHING IS TOO QUIET -- TOO CALM! AND MY SPIDER-SENSE IS WARNING ME -- BUT, OF *WHAT??*

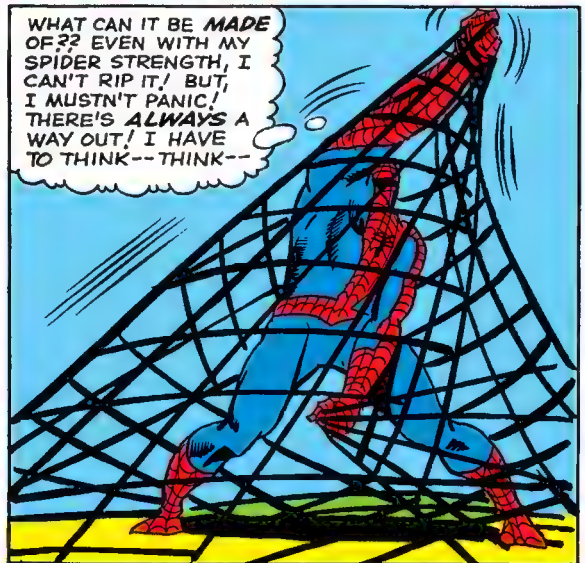


HE'S STARTING TO GET SUSPICIOUS NOW! BUT IT'S TOO *LATE!* THE TRAP IS *SPRUNG!*

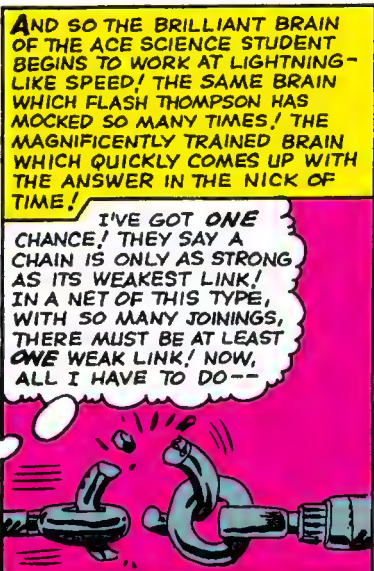


A *NET*-- FALLING OVER ME!! BUT FROM *WHERE??* HOW??

I'VE GOT TO DIVE OUT FROM UNDER-- *NO!* I'M TOO *LATE!*

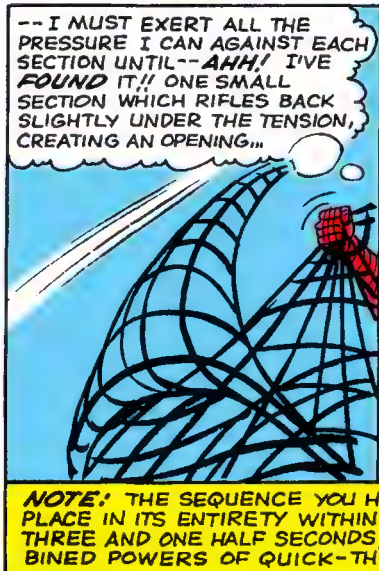


WHAT CAN IT BE *MADE* OF?? EVEN WITH MY SPIDER STRENGTH, I CAN'T RIP IT! BUT, I MUSTN'T PANIC! THERE'S *ALWAYS* A WAY OUT! I HAVE TO THINK-- THINK--

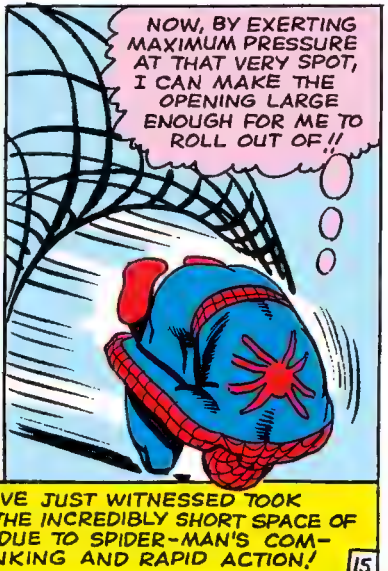


AND SO THE BRILLIANT BRAIN OF THE ACE SCIENCE STUDENT BEGINS TO WORK AT LIGHTNING-LIKE SPEED! THE SAME BRAIN WHICH FLASH THOMPSON HAS MOCKED SO MANY TIMES! THE MAGNIFICENTLY TRAINED BRAIN WHICH QUICKLY COMES UP WITH THE ANSWER IN THE NICK OF TIME!

I'VE GOT *ONE* CHANCE! THEY SAY A CHAIN IS ONLY AS STRONG AS ITS WEAKEST LINK! IN A NET OF THIS TYPE, WITH SO MANY JOININGS, THERE MUST BE AT LEAST *ONE* WEAK LINK! NOW, ALL I HAVE TO DO--



-- I MUST EXERT ALL THE PRESSURE I CAN AGAINST EACH SECTION UNTIL-- *AHH!* I'VE *FOUND* IT!! ONE SMALL SECTION WHICH RIFLES BACK SLIGHTLY UNDER THE TENSION, CREATING AN OPENING...



NOW, BY EXERTING MAXIMUM PRESSURE AT THAT VERY SPOT, I CAN MAKE THE OPENING LARGE ENOUGH FOR ME TO ROLL OUT OF!!

**NOTE:** THE SEQUENCE YOU HAVE JUST WITNESSED TOOK PLACE IN ITS ENTIRETY WITHIN THE INCREDIBLY SHORT SPACE OF THREE AND ONE HALF SECONDS, DUE TO SPIDER-MAN'S COMBINED POWERS OF QUICK-THINKING AND RAPID ACTION!



BUT, JUST AS SPIDER-MAN MAKES A DASH FOR FREEDOM, THE BEATING OF A JUNGLE DRUM DISTRACTS HIM -- CONFUSES HIM FOR A SPLIT-SECOND-- MAKING HIM UNCERTAIN WHICH WAY TO RUN!

BOOM!  
THUD!



THOSE DRUMBEATS!! SO LOUD-- SO PENETRATING! GOING RIGHT INTO MY BRAIN! AN OLD JUNGLE TRICK TO CONFUSE THE ENEMY!

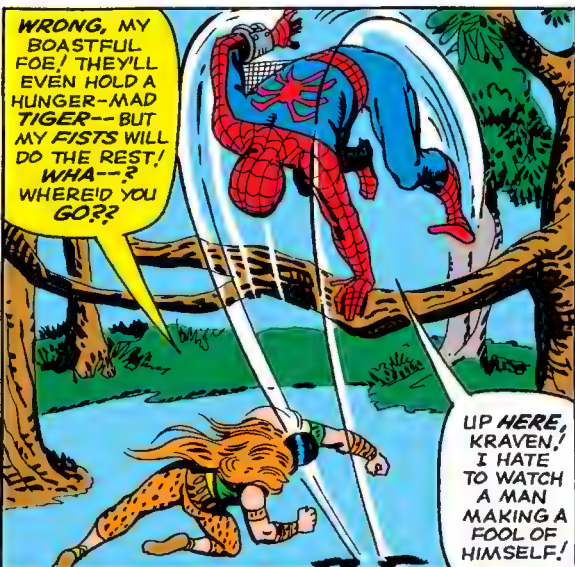
TAKING ADVANTAGE OF SPIDER-MAN'S BRIEF PAUSE, KRAVEN ATTACKS WITH THE SPEED OF A SAVAGE PANTHER!

HAN! THE MOST DANGEROUS GAME OF ALL-- AND THOSE METAL CHARM BRACE-I, KRAVEN, HAVE CAUGHT YOU!

DON'T KID YOURSELF, MISTER! LETS WON'T BE ABLE TO HOLD SPIDER-MAN!



WRONG, MY BOASTFUL FOE! THEY'LL EVEN HOLD A HUNGER-MAD TIGER-- BUT MY FISTS WILL DO THE REST! WHA--? WHERE'D YOU GO??



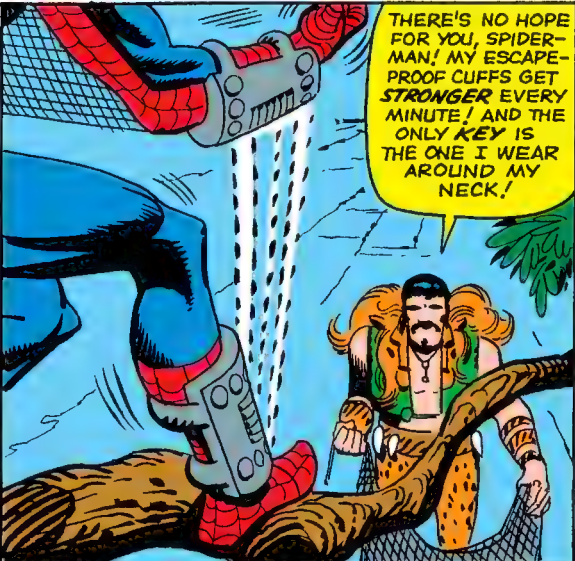
UP HERE, KRAVEN! I HATE TO WATCH A MAN MAKING A FOOL OF HIMSELF!

SAY!! THESE ARE MORE THAN JUST IRON MANACLES!! THEY HAVE SOME SORT OF MAGNETIC ATTRACTION!! THEY'RE TRYING TO PULL MY WRIST AND ANKLE TOGETHER! THEY'RE GETTING STRONGER ALL THE TIME!



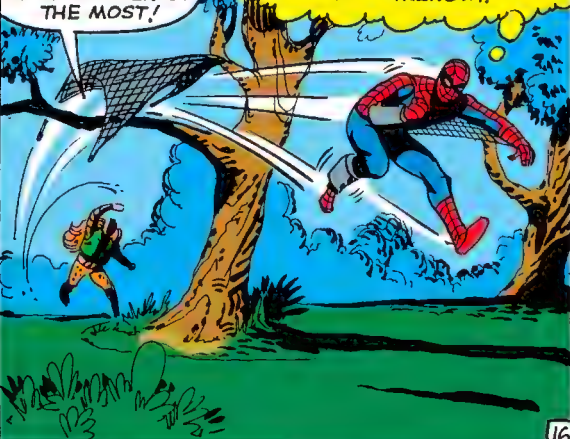
AND THEY HAVE A SMALL BUILT-IN BELL THAT JINGLES WHEN I MOVE! OL' KRAVEN DOESN'T MISS A TRICK!

THERE'S NO HOPE FOR YOU, SPIDER-MAN! MY ESCAPE-PROOF CUFFS GET STRONGER EVERY MINUTE! AND THE ONLY KEY IS THE ONE I WEAR AROUND MY NECK!

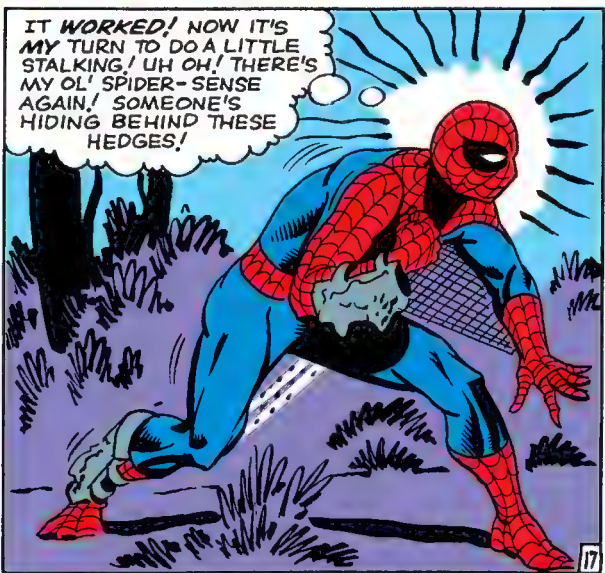
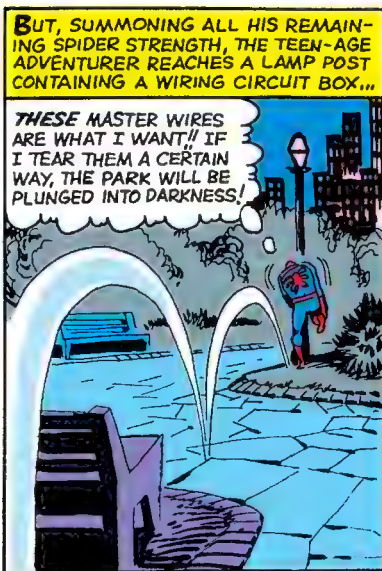
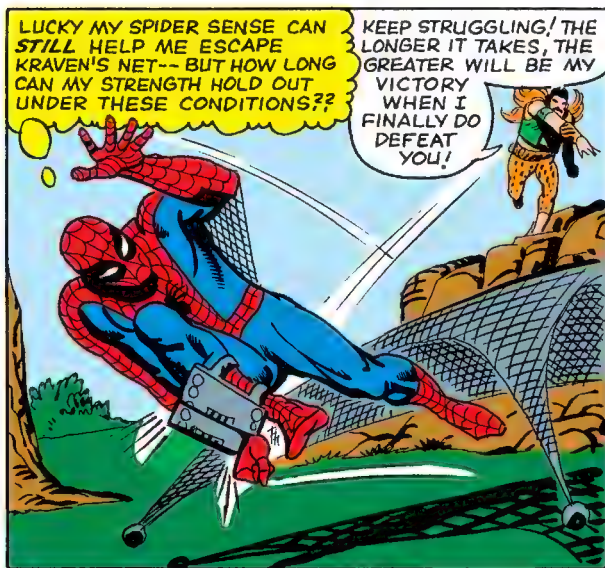
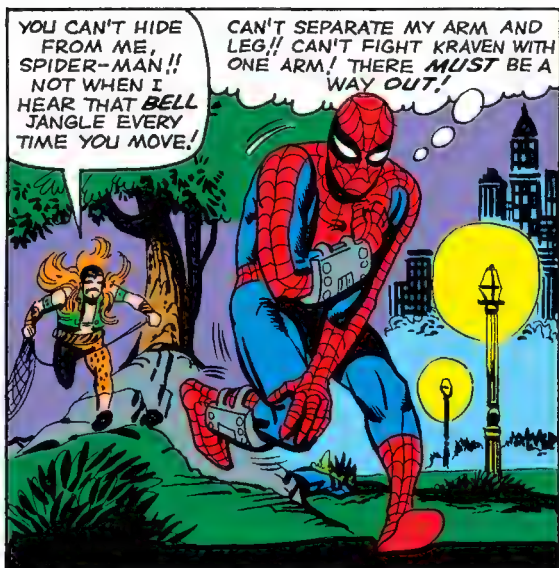


AHH-- SO YOU WANT TO RUN A LITTLE LONGER, EH? GOOD! THIS IS THE TYPE OF SPORT I ENJOY THE MOST!

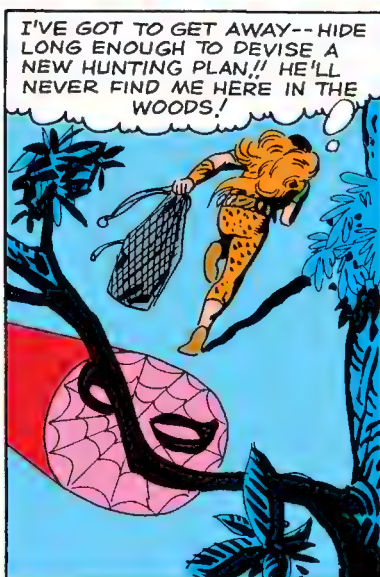
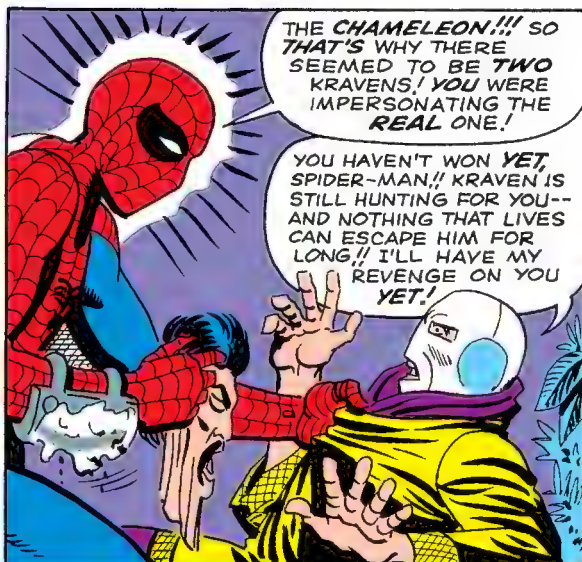
IT MAY BE SPORT TO HIM, BUT I'VE GOT TO FIGURE A WAY TO GET THESE UNCANNY HANDCUFFS OFF ME BEFORE THEY COMPLETELY DRAIN ALL MY STRENGTH!















SPIDER-MAN IS PROBABLY STILL WANDERING AROUND IN CIRCLES DOWN BELOW, TRYING TO GUESS WHERE I DISAPPEARED TO! LITTLE DOES HE DREAM THAT I'M AS MUCH AT HOME IN THE DARK AS ANY JUNGLE CREATURE!

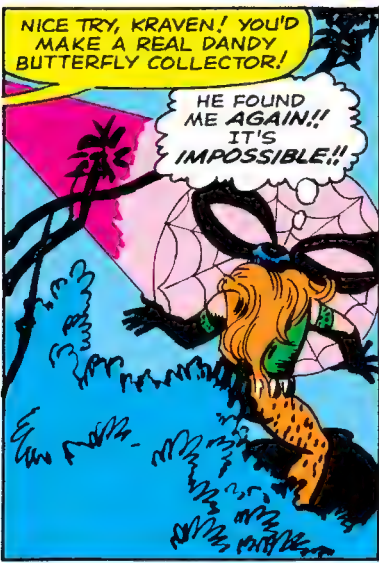


SOON HE'LL REALIZE HE HAS NO CHANCE OF FINDING ME, AND THEN--

HIS SPIDER-BEAM!! SHINING RIGHT ON ME! HOW DID HE DO IT??



IT WAS JUST A LUCKY BREAK! BUT I'LL LOSE HIM FOR GOOD NOW AS I DASH AT BREAKNECK SPEED THRU THIS SHRUBBERY IN THE SHADOWS!



NICE TRY, KRAVEN! YOU'D MAKE A REAL DANDY BUTTERFLY COLLECTOR!

HE FOUND ME AGAIN!! IT'S IMPOSSIBLE!!



I'VE BEEN A FOOL! I UNDERESTIMATED THAT ACCURSED SPIDER INSTINCT OF HIS! BUT NOW I'LL OUT-MANEUVER HIM!

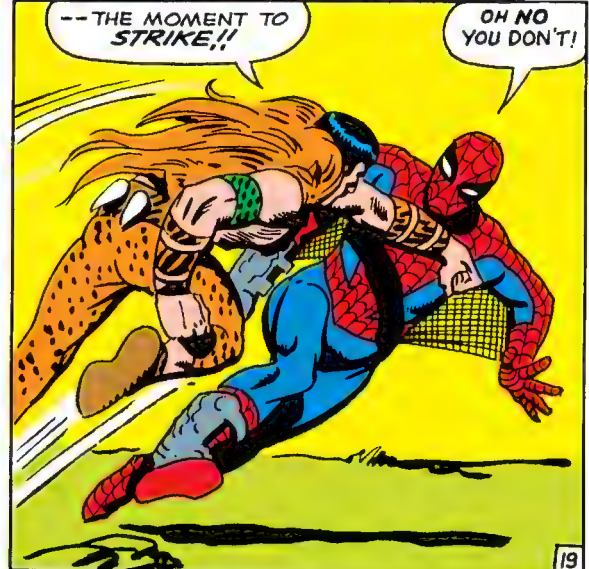


I'VE STILL GOT THE SPEED OF A CHEETAH, THE CUNNING OF A FOX, AND THE FEROCITY OF A TIGER!

THE FINAL VICTORY MUST BE MINE!



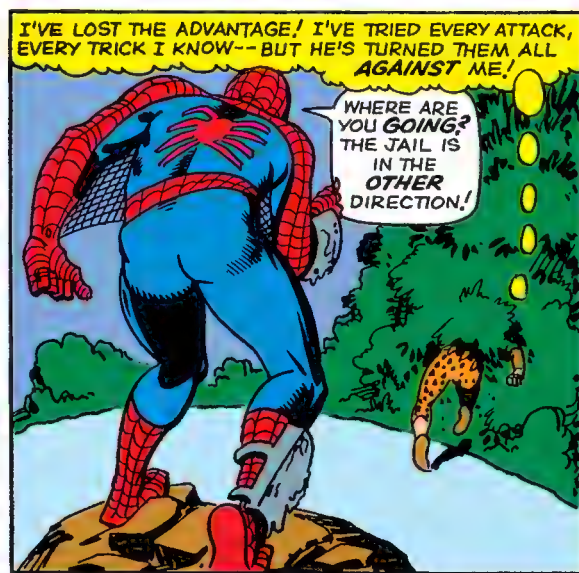
HE'S COMING! NOW FOR THE OLDEST JUNGLE TRICK OF ALL-- NO MOVING, NO BREATHING! I'LL BE LIKE PART OF THE ROCK, PLAYING DEAD, UNTIL--



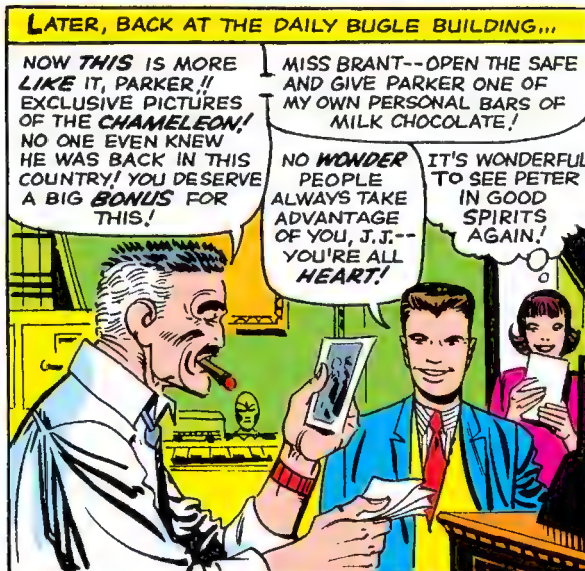
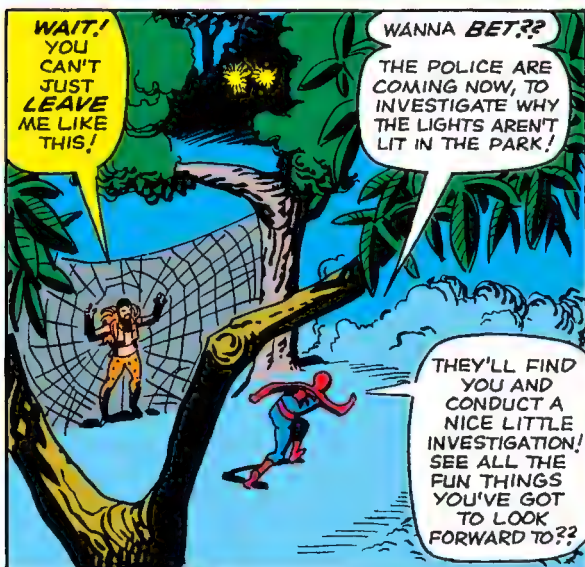
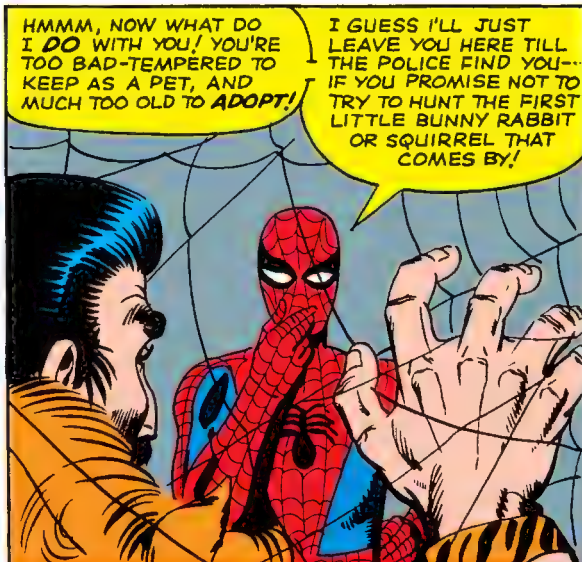
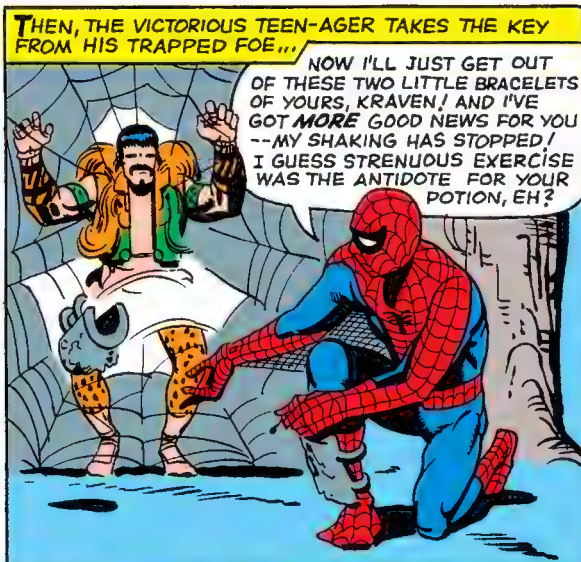
--THE MOMENT TO STRIKE!!

OH NO YOU DON'T!

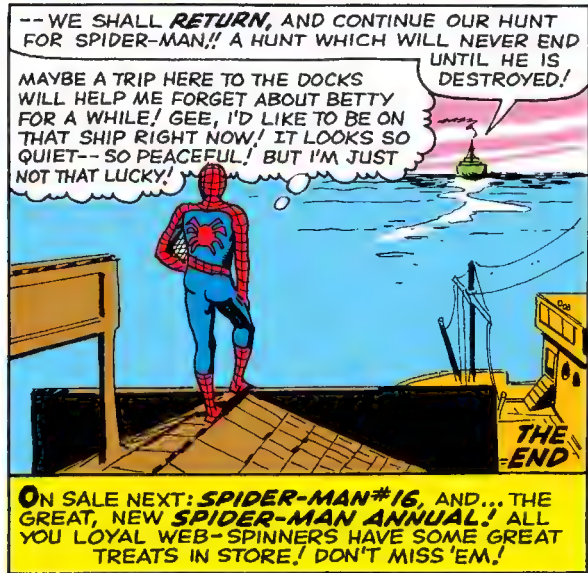
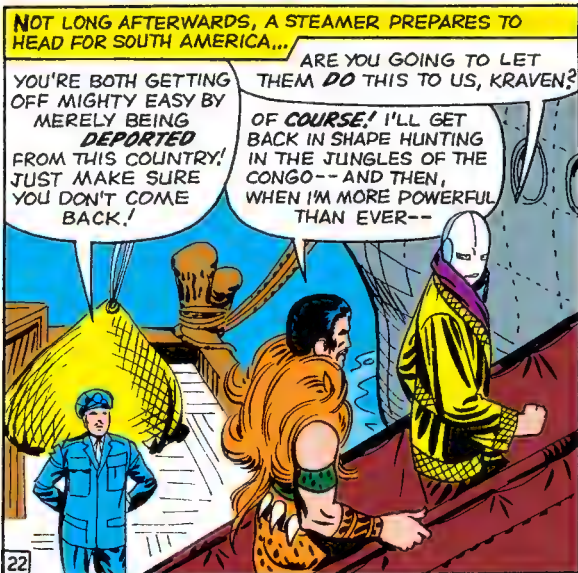
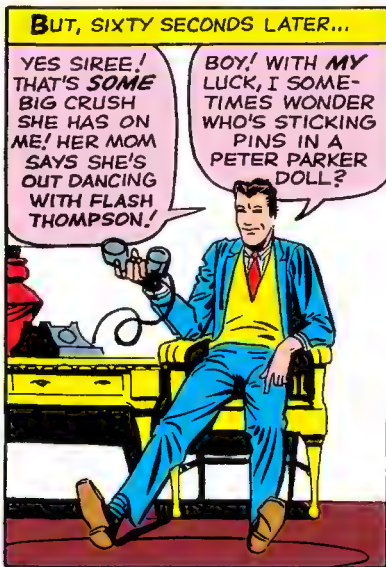
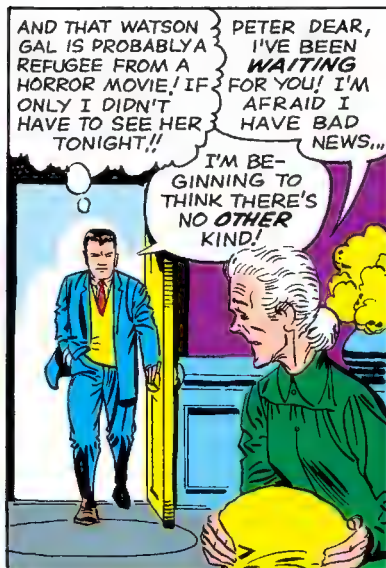
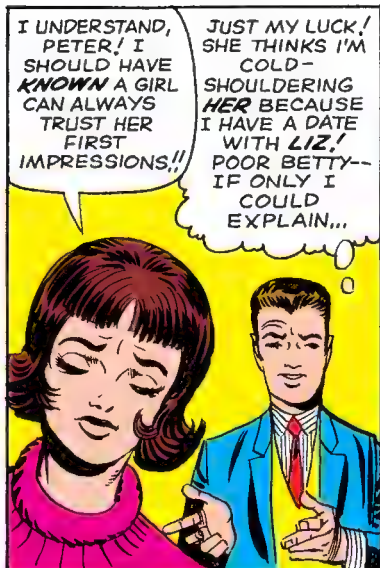
















# SPIDER'S WEB

Please address  
your letters to:  
**THE SPIDER'S WEB**  
Third Floor  
655 Madison Ave.  
New York 21, N. Y.

Dear Stan and Steve,

In your latest issue of Fantastic Four you have a letter from someone who did a book report on that comic book in school. I thought you might be interested in seeing the impact that Spider-Man has had on higher education. My friends and I have decided that Spider-Man is far ahead of any other super-hero in the field. In an article published in the school newspaper, I tried to sum up the reasons why. Everyone who has read Spider-Man identifies with him, and if Peter Parker ever wants to go to college we'll try to get him a scholarship here—and a fraternity bid, too. We'll be reading your comic books as long as you put them out!

John Butterworth, COLGATE MAROON  
Colgate University, Hamilton, N. Y.

*John sent us a clipping of the article he mentions from the Colgate U. school newspaper. It's clever as all get-out. It's entitled "Spider-Man Strives For Status In Competitive Comic Book World Of Insecure Super-heroes." Wish we had room to reprint it here. Thanks a heap, J.B.*

Dear Stan and Steve,

Lots of kids whose dads are stationed here in Greece buy your "classy" mags (as many people call them). I also find great enjoyment reading SPIDER-MAN. At the Air Base the comics cost 12¢ as usual but people that can't buy things on the base have to pay 7 drachma elsewhere, which is about 20¢! So you'd better think up some super-doopers, Stan, and you'd better start your flashy drawing, Steve, because I don't give 20¢ to a super-mag for nothing!

Ricky Cocorelis, 30 Prigipos Konstantinou  
Palio Psycio, Athens, Greece

*Thanks, Rick! And after we read your letter a few more times, perhaps we'll be able to figure out if it's a knock or a boost!*

Dear Stan and Steve,

Gosharootie! Issue #11 of SPIDER-MAN just hit the stands. I was delighted that this episode took place in Pennsylvania (I live in that state, you know!). The script was stupendous and the artwork was colossal. Spider-Man was fantastic and Dock Ock was marvelous. I flipped over the fight scenes, especially the part where Peter meets two of the mobsters (page 15—panel 5) and contemptuously bashes them aside like troublesome insects—boy, he must lift weights! I am mildly disappointed over the fact that Betty Brant, and not Liz Allen, is Spider-Man's girlfriend—don't you fellows know that gentlemen prefer blondes and that Peter should have chosen Liz instead of Betty? Naturally, I was shocked over the death of Bennett Brant; however, you didn't make the customary mistake which you usually include to see if we readers are on our toes—what happened??!

John F. Lebar, 305 N. Jordan  
Allentown, Pa.

*A fine thing! We even get yelled at when we DON'T make mistakes! Actually, Johnny, we probably make as many as ever, but you fans are getting so brain-washed you don't notice 'em as much!*

Dear Stan and Steve,

Well, you did it again! I just finished reading SPIDER-MAN #11—the plot was great and Ditko's art is better than ever. You fellas at Marvel have a very unique fashion of writing and drawing your mag that has made me a fan

for life! Spider-Man, next to F.F., is the most exciting and wonderful magazine yet. But don't team him up with anyone except maybe Daredevil. I think it would ruin the color and excitement which is Spider-Man. This is my first, but not last, letter and I could praise you all day, but I'm sure you hear a lot of it anyway!

Dennis Willits, 900 Ave. B, Valley View  
Great Falls, Montana.

*Praise is like vitamins, Denny ol' boy—we never get enough! Thanks for the kind words.*

Dear Stan and Steve,

When I first saw Spider-Man in the Strange Tales Annual I said to myself, "Oh, here we go again with another silly super-hero." Then I got hold of him in his own mag. Then I saw another and another and so on—and wow! This super-hero is really good! I really like the way he moves around, and uses his power and abilities. I also like the idea of his being a bookworm, amateur scientist, and a photographer for J.J.J. (who I think gives extra flavor to the mag). In general, I really love this comic. It's practically the only one I read besides a few others in your group. But this is my one and only grief—can we or can we not get subscriptions? Every night since the Enforcers came out I have gone downtown for the next issue. Please answer. (If yes, save first subscription for me!)

Richard Kent, 6 Charles St.  
Seldon, N. Y.

*Why, bless your extravagant little heart, Dickie boy! Of COURSE you may buy a subscription to ANY Marvel mag! We're turning your letter over to our subscription department immediately! (SOME department! One overworked gal with a squeaky addressing machine! Take a bow, nice Nancy Murphy!)*

Dear Stan and Steve,

Before I start, let me say that I'm on your side entirely. In issue #11 Joseph Shea wrote that he didn't like SPIDER-MAN #8. Well, I think it was great, and the art and plot lived up to their name of being a Marvel because they were. He also said that he didn't like continuous stories or Tales of Asgard. Well, I think they're both great and both deserve medals for being the outstanding features of the Marvel Group of the year. He also said (are you listening, Joe?) that he could read the continued stories in the funnies for free—I suggest he does. If he doesn't like Spider-Man, then why does he read them? Listen Joe, if you write another letter like the last one, you'll get a nasty letter from my Congressman. Remember, I'm still carrying a "Torch" for you.

Nick Blackwell, Route #2  
Kennesaw, Ga.

*Don't be mad at Joe, Nick. He's really one of our best fans. As for our continued stories, we'll be using less and less of them—mainly because we keep forgetting where we left off the issue before!*

Dear Stan and Steve,

I have been looking for a letter in the Spider's Web which would take inventory on all the Spider-Man stories, but I haven't seen one yet so I've decided to write one. When Spider-Man appeared in "Amazing Adult Fantasy" the whole conception of Spider-Man was really what made the story which lacked in art somewhat. When compared to the more recent stories this one was quite poor, but when compared to others of that time, this was a pleasant

**CONTINUED**



radical change of pace which introduced new concepts to the comic world. I might add that I think this story was the turning point of the Marvel idea and ushered in the Marvel Age of Comics. Thanks for the good job and the enjoyment you have brought me through Spider-Man.

Ken Dixon, 674 Buttonwood Drive  
Springfield, Pa.

**Ken also included a detailed critique on each ish of SPIDER-MAN since it started! However, we'll save that for some future time when colleges offer courses on "Spider-Mania"!!**

Dear Stan and Steve,

Allow me to introduce myself—I am Spider-Man's costume. Sure he's a great guy, but that crawling around on floors and ceilings is wearing out my knees. Oh-h-h—that sickening, gooey web-fluid he shoots out all the time makes me look messy. But one thing is the utmost end—that was when Spider-Man fought Electro and actually touched him. I don't think I've fully recovered yet. I'm still shaking! After putting me through all this, you'd think I'd be well paid. Well, you're wrong! All I get is dry-cleaning expenses. I think I deserve a little more than this. After all, he would look kind of drab without a costume. Well, at least there's one good thing about being Spider-Man's costume—I get to take part in all his dandy adventures... and that's something I wouldn't trade with any other costume.

Peter Bieger, 305 Hampshire Dr.  
DeWitt 14, N. Y.

**Very cute, Pete—but now we'll probably have to grant equal time to Daredevil's costume—not to mention the Human Torch and Ice-Man!**

Dear Stan and Steve,

I never did consider Dr. Octopus as a good villain, so when I saw the cover of SPIDER-MAN #11 I was disappointed. My anger was soon dispelled while reading the story, for it surpassed my expectations by leaps and bounds. What made the story so effective was the use of subplots and minor details such as linking Betty Brant in Dr. Octopus' plans, the fact that Betty turned against Spider-Man, and the electrified spider. I was really shocked by the death of Betty's brother. What other magazine would have the nerve to do this? But then, it's this type of unpredictable action that makes Marvel so famous! As for Steve's art—well, I could rave on and on but he knows how great he is! The best picture of Betty was the third last panel—it didn't look like Ditko's usual work, but I'm not complaining. You have the uncanny knack of producing the most touching, stirring conclusions to your stories. Much as I hate to say it, for Pete's sake (that was unintentional, honest!), I like this type of ending. It's really effective in a sentimental sort of way. A thought just struck me—what with Peter's problems of being an outcast of society, harassed continuously by J. J. Jameson, and his mixed-up love affairs, he'd make a wonderful soap opera! You could call it "The Heart of Peter Parker!" or "The Perplexing Problems of Peter Parker and his Pickled Peppers!". Maybe you could give him his own "Doctor" show and he could do appendectomies on spiders!

Bob Malisani, 1338 Dupont St.  
Toronto 4, Ont., Canada

**And can't you just picture him guest-starring on "What's My Line?"**



Dear Stan and Steve,

Unlike so many others, I don't try to find things wrong with your mag. I hand over my 12¢, find a chair, and sit down to enjoy one of the greatest Marvel mags ever published. Steve's art is the greatest and ditto for Stan with his stories. Personally, I think you've got something with the Avengers and the X-Men!

Gary Polk, 1521 Highway 80  
Weatherford, Texas

**Sure we have, Gary! Impossible deadlines, THAT'S what we've got!**

## SPECIAL ANNOUNCEMENTS SECTION:

—Okay, we've read all YOUR letters, now the least you can do is read what WE have to say! And as usual, we've got PLENTY to say! So let's go!

—Judging by the mail we've received so far for our new superhero, DAREDEVIL, he's the greatest thing since frozen custard! You've probably read DAREDEVIL #2 by now, featuring Spidey's old arch-enemy, Electro! Wasn't Joe Orlando's art as great as we promised? And just wait till #3 goes on sale! It features The Owl, Overlord of Crime! Our mags may be from hunger, but how about those TITLES?!!

—Well, let's see what's doing with our other Marvel mags which are now on sale...

—The FANTASTIC FOUR has a real kookie yarn for you this month! It's entitled "It Started On Yancy Street," and it's really a different type tale. It has four former arch-foes of the F.F. battling them at once, plus a great guest star who has already won a series for himself. Drawn as usual by Jack (King) Kirby, it's inked by Chic Stone who seems to have become everybody's favorite almost overnight!

—Just when you think there are no new ideas left, THE AVENGERS have come up with a new team of villains called "The Masters of Evil"! Three of them are old friendly foes of yours, but the fourth is a newie! You'll like this one!

—As for the X-MEN, we don't know how Stan and Jack do it! Not only do they feature Magneto and his Evil Mutants, co-starring Quicksilver and The Scarlet Witch, but they've built the story around comicdom's greatest roving guest star—the sensational Sub-Mariner! You've got to read this one to believe it!

—Do you know who Carl Burgos is? He's an old pal of Stan's who drew the Human Torch years ago in the Golden Age of Comics. Well, we talked him into doing a Torch story for us in the current ish of STRANGE TALES, just for old times sake! You'll really enjoy seeing Carl's great artwork after all these years. And, although he's busy with advertising art these days, we're trying to talk him into doing additional stories for us. Perhaps a few letters from you would help!

—Villains! Villains! Villains! Have we got villains for you! The new IRON MAN has another Don Heck goodie called The Unicorn! There's a lot of human interest in this one—and Pepper was never prettier. But don't take OUR word for it!

—And, as if Giant-Man isn't big enough, the new ish of TALES TO ASTONISH has him battling a big bad villain named Colossus who's TWICE as big as handsome Hank! You'll see Captain America in this one, too—but only for a couple of panels. However, you'll be pleasantly surprised at how well darlin' Dick Ayers drew Cap!

—THOR really finishes off Mr. Hyde and The Cobra in this month's ish, and there's not a dull panel anywhere! We originally introduced Thor just for the few fans who enjoy imaginative, heroic drama on the grand scale, but your response has been overwhelming! Thor has actually become one of our top heroes! If you haven't been following his adventures, get the new ish and see what you've been missing!

—We're running out of room, so all we can say about the latest SGT. FURY AND HIS HOWLING COMMANDOS is—it's loaded with surprises! Entitled "The Death Ray of Dr. Zemo," it introduces a brand new Howler, a villain who is ALSO seen in THE AVENGERS #6 (YOU figure out how!); and the exciting art work of Dick Ayers (while Jack works frantically on the F.F. Annual). Sounds terrific?? It IS!

—And now, the big news! The SPIDER-MAN ANNUAL #1 goes on sale in June! It features Spidey battling The Sinister Six (and just guess who THEY are!) and has more doggone feature pages and Spider-Man surprises than you'd dare to hope for! Be sure to reserve your copy at your newsdealers NOW! And of course our regular SPIDER-MAN mag also goes on sale in June, so you Spidey fans have it made! So, till we meet again (real SOON, hear?) remember: Be gentle to spiders—one of them may be Petey's nephew!





MARVEL  
COMICS  
GROUP **12¢**

# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

16  
SEPT.

"SPIDEY BATTLES  
DAREDEVIL!"

FEATURING:  
THE EERIE  
MENACE OF  
THE  
RINGMASTER  
!!



WARNING!! IF YOU DON'T SAY THIS IS ONE OF  
THE GREATEST ISSUES YOU'VE EVER READ, WE  
MAY NEVER TALK TO YOU AGAIN!





# "DUEL WITH DAREDEVIL"

Also FEATURING THE UNIQUE VILLAINY OF  
**THE RINGMASTER** and HIS CIRCUS OF CRIME

**ACTION!**  
**Thrills!**  
**SUSPENSE!**

ALL  
ON  
THE  
INSIDE!

Written by: **STAN LEE**  
MASTER OF THE SPOKEN WORD  
Illustrated by: **STEVE DITKO**  
DEAN OF DRAMATIC DRAWINGS  
Lettered by: **S. ROSEN**  
SULTAN OF SPARKLING SPELLING



A TEEN-AGER'S LIFE IS FILLED WITH UPS AND DOWNS! THIS IS ONE OF THE **DOWN** PERIODS FOR YOUNG PETER PARKER, AS HIS WELL-MEANING AUNT TALKS ON, AND ON, AND ON...

BUT WHY **WON'T** YOU CALL MARY JANE WATSON?? I'M SURE YOU'D LIKE HER IF YOU DATED HER!

BUT I'VE GOT A GIRL FRIEND, AUNT MAY! I DON'T WANT ANY BLIND DATES!

BUT MRS. WATSON IS **SUCH** A GOOD FRIEND OF MINE! AND HER NIECE, MARY JANE, WOULD JUST LOVE TO MEET YOU! AND YOU'RE NOT REALLY **ENGAGED**, OR ANYTHING!

GOSH, AUNT MAY, I'M OLD ENOUGH TO ARRANGE MY **OWN** DATES... HONEST!

I'M NOT GETTING ANY STUDYING DONE! I MIGHT AS WELL GO OUT!

I'LL BE BACK LATER, AUNT MAY! I'M GOING OUT FOR SOME AIR!

BE SURE YOU DRESS WARMLY, DEAR! IT'S A BIT NIPPY OUT!

FIVE MINUTES LATER, IF DOTING AUNT MAY HAPPENED TO GLANCE SKYWARD, SHE'D SEE THE MOST COLORFUL, MOST DRAMATIC, MOST EXCITING OF ALL SUPER-HEROES SWINGING THROUGH THE SKY... NOT FEELING THE NIP IN THE AIR ONE SINGLE BIT!

GOOD OL' AUNT MAY! SHE MEANS WELL, BLESS HER... BUT SOMETIMES I THINK I'LL POP MY CORK IF I CAN'T GET AWAY FROM HER NAGGING!

AFTER LONG, RELAXING MINUTES OF EFFORTLESSLY PROPELLING HIMSELF FROM ROOFTOP TO ROOFTOP, **SPIDER-MAN** COMES TO A SUDDEN HALT... HIS KEEN EYES SPOTTING TROUBLE BELOW...

WELL, WELL! IT LOOKS AS THOUGH THIS EVENING WON'T BE A TOTAL WASTE, AFTER ALL!

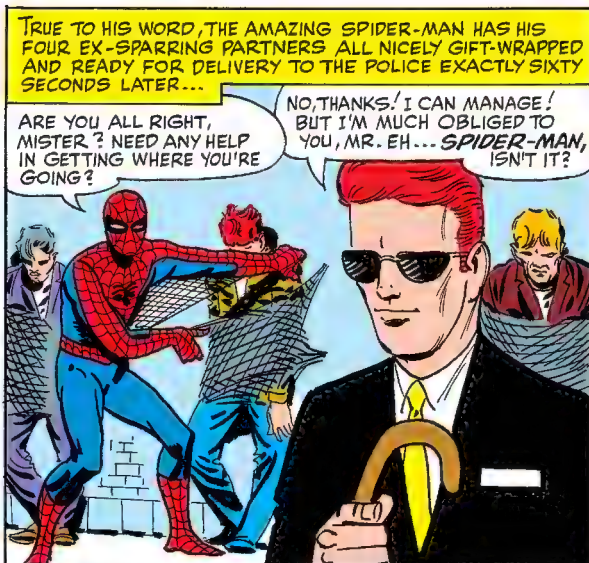
FOUR SHADY-LOOKING CHARACTERS, RACING OUT OF THE REAR OF THAT STORE... CARRYING MONEY BAGS! JUST WHAT I NEEDED TO SNAP MYSELF OUT OF THE DOLDRUMS!

STEP ON IT! THE BURGLAR ALARM WENT OFF! THE COPS'LL BE AFTER US SOON!

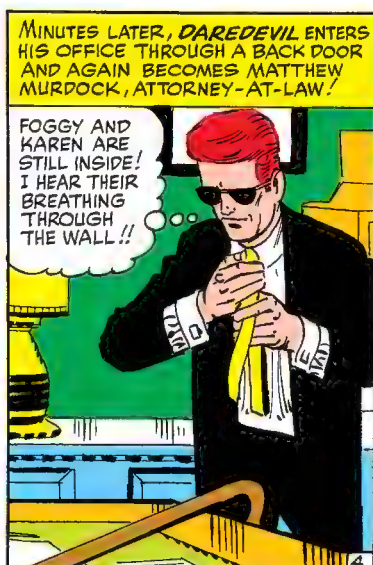
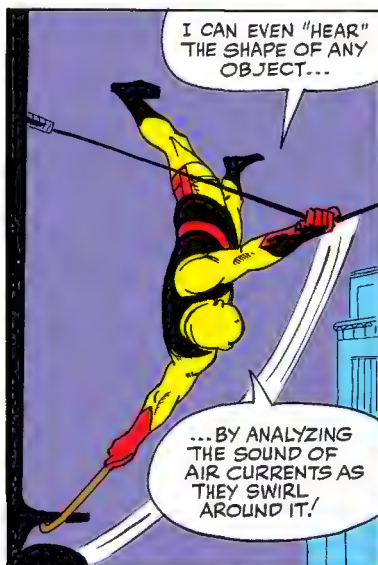
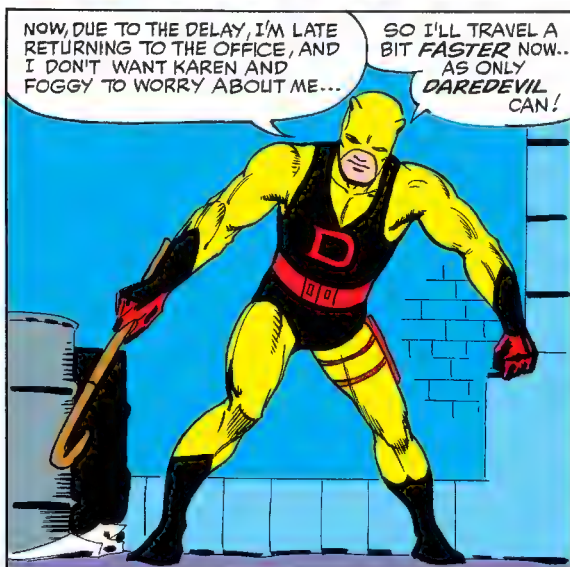
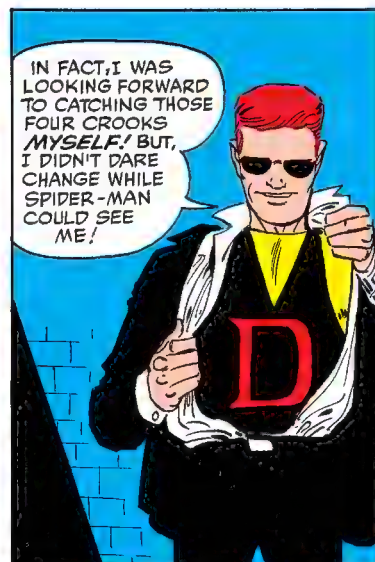
LOOK! A BLIND MAN! HE MIGHT HAVE HEARD OUR VOICES! WE CAN'T LEAVE HIM HERE TO IDENTIFY US LATER!

UH-OH! THAT INNOCENT BYSTANDER IS IN FOR TROUBLE! BUT... NOT FOR LONG!

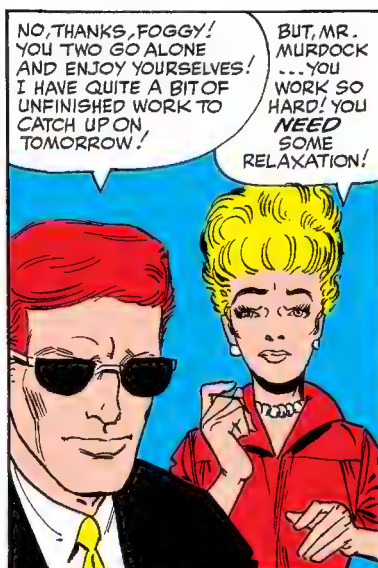




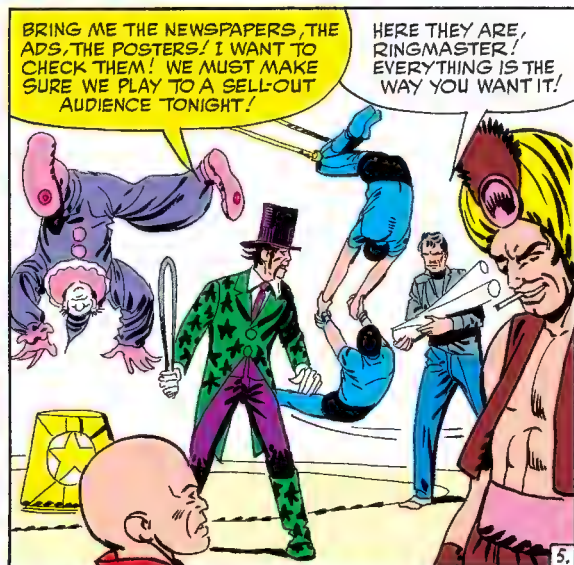






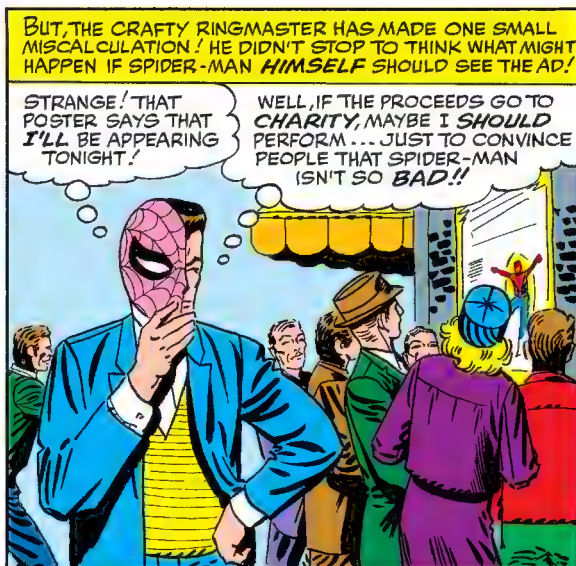


BUT NOW LET US LEAVE THE LAW OFFICES OF FRANKLIN "FOGGY" NELSON AND MATTHEW MURDOCK, AND TURN OUR ATTENTION TO NEW YORK'S BIGGEST ARENA, THE NEXT DAY, WHERE WE FIND...

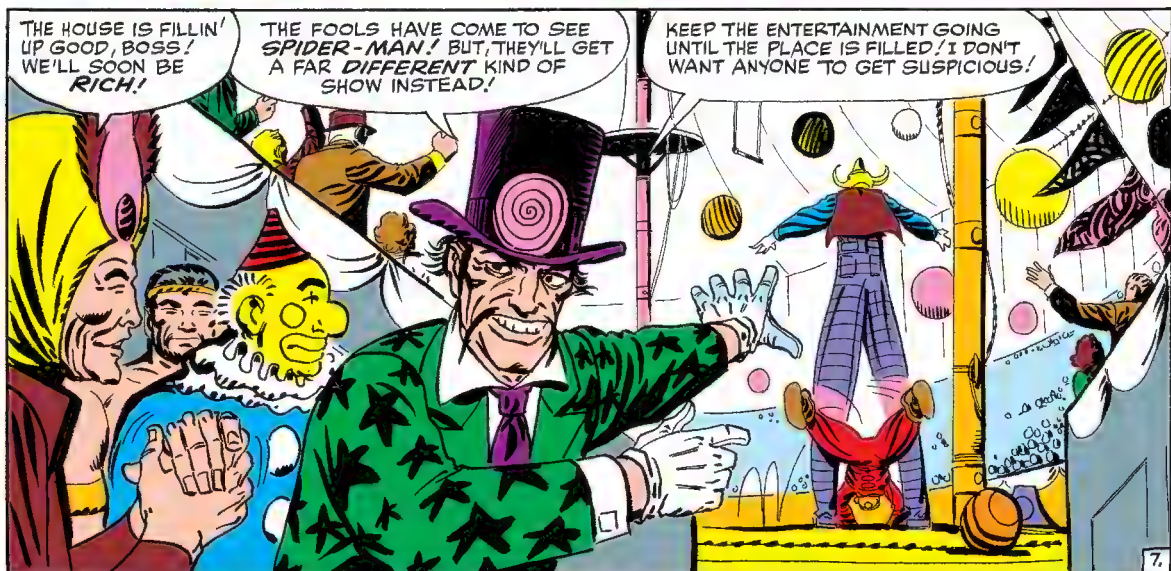
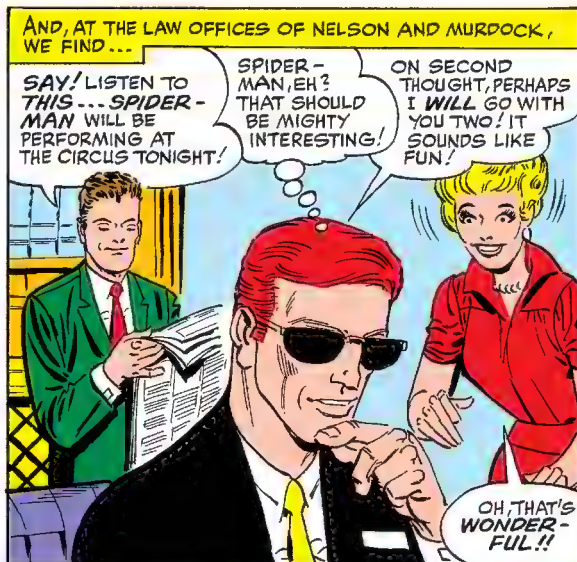


\*FROM THE HULK MAGAZINE (NOW DISCONTINUED) ISSUE #3











AND, AS THE MINUTES DRAG ON, THE AUDIENCE GROWS MORE AND MORE IMPATIENT...

WE WANT SPIDER-MAN! WE WANT SPIDER-MAN!

SPIDER-MAN IS UP ABOVE THE TENT! I CAN DETECT HIS UNUSUALLY STRONG PULSE-RATE UP THERE!

IF THERE'S ANYTHING YOU WANT US TO DESCRIBE, MATT... JUST SAY SO!

BRING ON SPIDER-MAN! WE WANT SPIDER-MAN!

ACTUALLY, I SHOULD BE DESCRIBING THINGS TO THEM! SPIDER-MAN IS ABOUT TO MAKE HIS APPEARANCE NOW! HIS PULSE HAS SPEEDED UP... HE'S PREPARING FOR ACTION!

WELL, THIS IS AS GOOD A TIME AS ANY! HERE GOES!!

I WISH THE RINGMASTER WOULD GIVE US THE SIGNAL! I'M GETTIN' JITTERY! WHAT IF SOMETHIN' GOES WRONG??

LOOK! UP THERE! HE DID SHOW UP! IT'S SPIDER-MAN!!!

**YAY, SPIDER-MAN!!**

LISTEN TO 'EM CHEER! I GUESS I'M NOT AS UNPOPULAR AS I USED TO THINK!

HOWDY, FOLKS!

JUDGING BY THE DIRECTION OF AIR CURRENTS, SPIDER-MAN IS SLOWLY DESCENDING FROM THE CEILING... AND HE'S UPSIDE-DOWN, BECAUSE HIS HEARTBEAT IS HIGHER THAN THE SOUND OF HIS VOICE!

POOR MATT! HOW CAN HE APPRECIATE ANY OF THIS?!

BOY! IT'S A PLEASURE TO BE ABLE TO DO THIS WITHOUT HAVING SOME DEADLY ENEMY TO WORRY ABOUT AT THE SAME TIME!

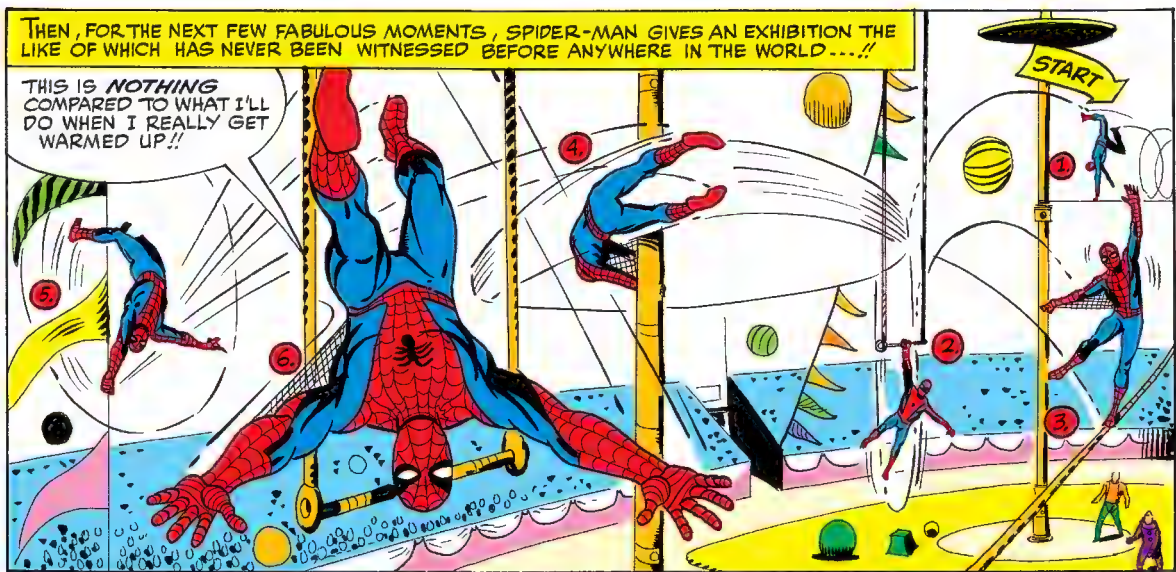
YAY, SPIDER-MAN!!

GO! GO! GO! SPIDER-MAN!

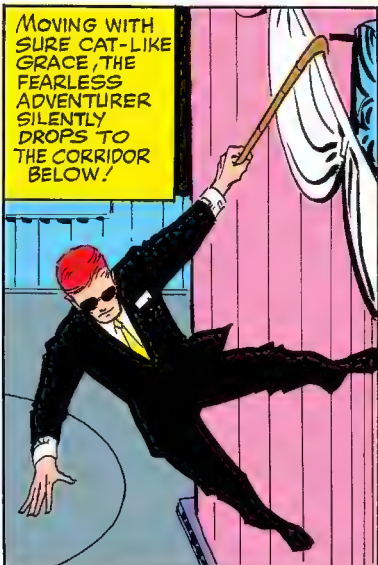
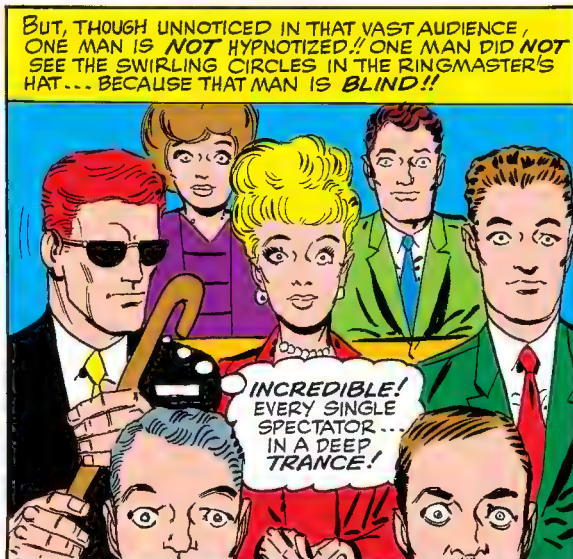
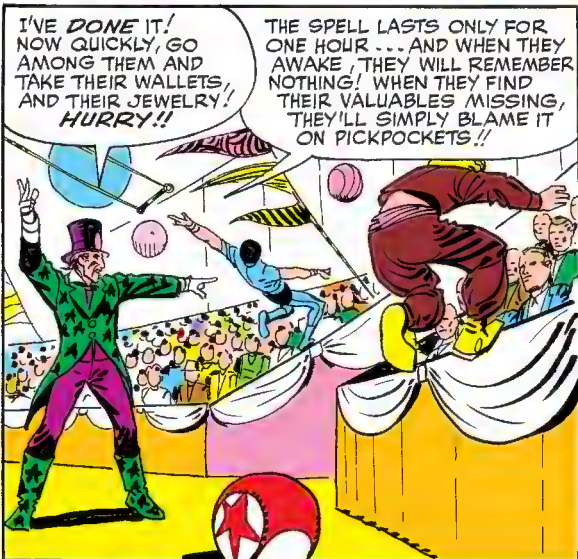
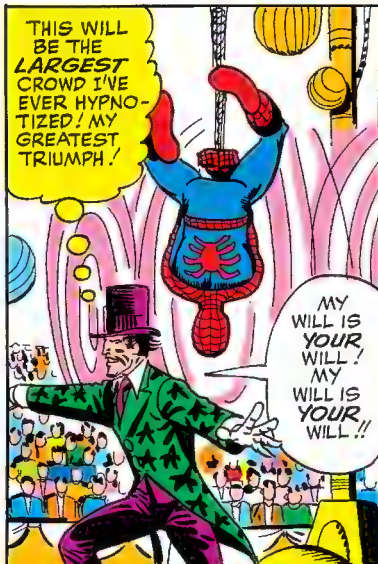
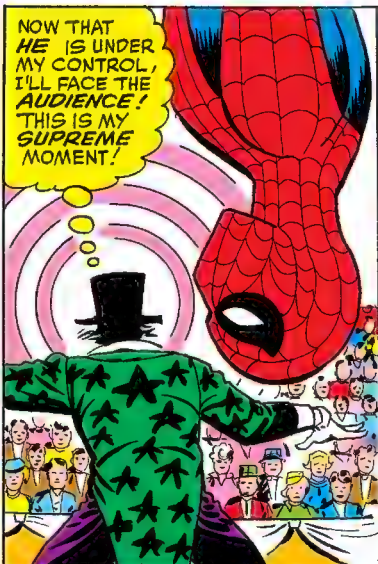
MORE! MORE! GIVE US MORE!

ATTABOY, SPIDEY!!!

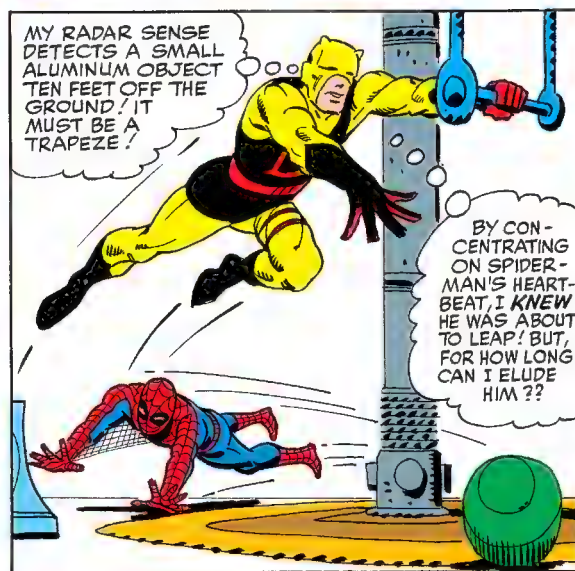














AND SO, THE TWO MASKED ADVENTURERS BEGIN THEIR BATTLE... A BATTLE CAUSED BY THE RUTHLESS POWER OF THE **RINGMASTER!**

DAREDEVIL IS MUCH FASTER THAN I WOULD HAVE GUESSED!

HIS STRENGTH IS ASTOUNDING!! IT'S MANY TIMES THAT OF A NORMAL MAN!



I CAN'T POSSIBLY MATCH HIS OWN SUPERHUMAN STRENGTH! MY ONLY CHANCE IS TO **OUT-THINK HIM!!**

I HAVE SAVED THE RINGMASTER... AS HE COMMANDED!



STILL IN A HYPNOTIC TRANCE, NOT ACTING UNDER HIS OWN WILL, SPIDEY WAITS FOR FURTHER ORDERS AFTER HE HAS DONE WHAT HE WAS TOLD TO...

DON'T STOP, YOU FOOL! DAREDEVIL ISN'T BEATEN YET!!

LUCKY FOR ME SPIDER-MAN CAN'T THINK FOR HIMSELF!



THE ADVANTAGE IS MINE WHILE HE'S MOVING UNDER A HYPNOTIC SPELL!

AFTER HIM! DAREDEVIL MUST BE DEFEATED!!

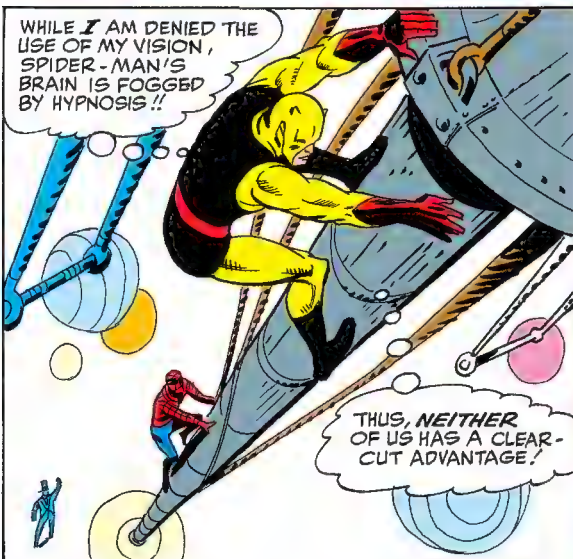
DAREDEVIL MUST BE DEFEATED!



THIS POLE MUST LEAD TO THE TRAPEZE PLATFORM! I'LL HAVE ROOM TO MANEUVER UP THERE!

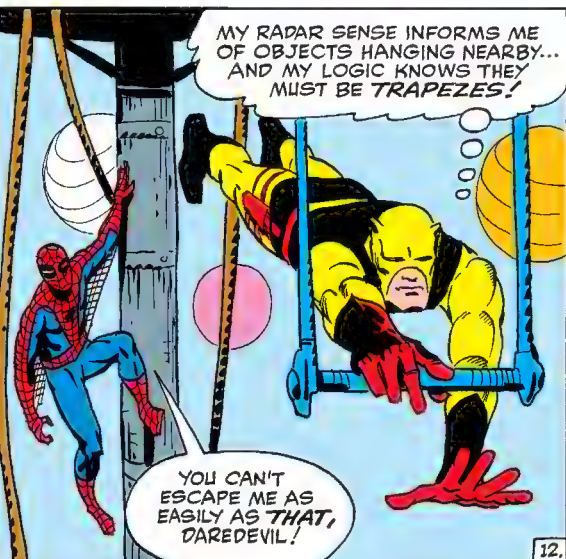
WHILE I AM DENIED THE USE OF MY VISION, SPIDER-MAN'S BRAIN IS FOGGED BY HYPNOSIS!!

THUS, NEITHER OF US HAS A CLEAR-CUT ADVANTAGE!

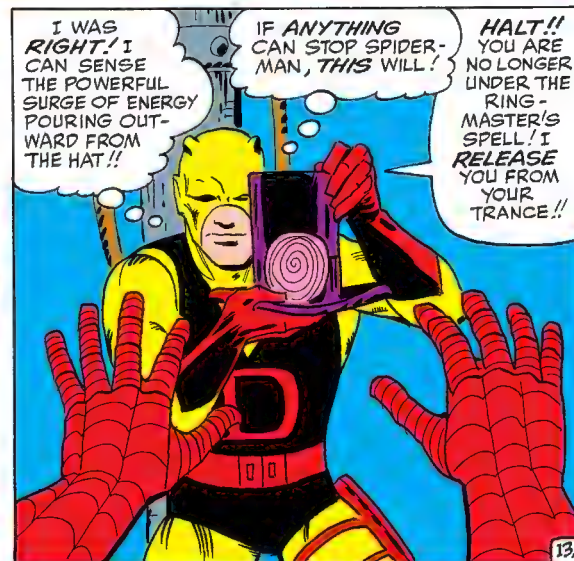


MY RADAR SENSE INFORMS ME OF OBJECTS HANGING NEARBY... AND MY LOGIC KNOWS THEY MUST BE TRAPEZES!

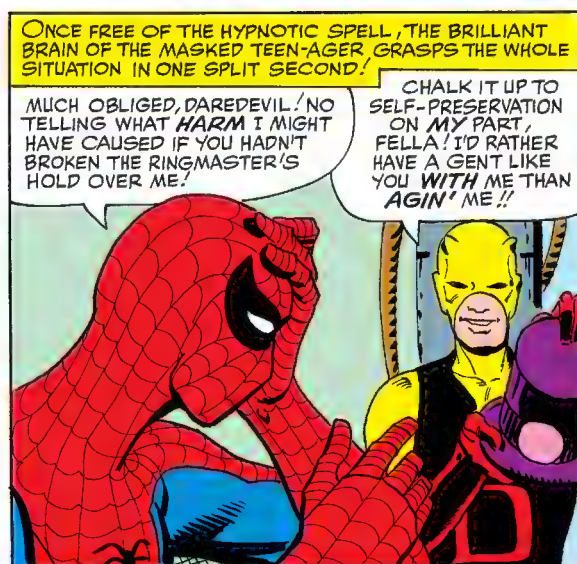
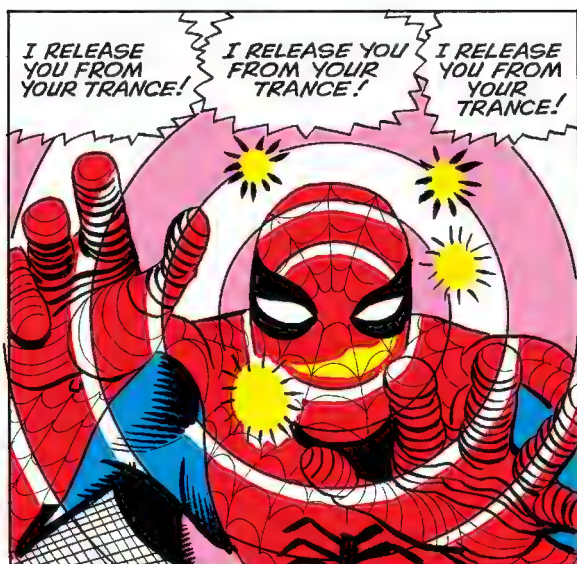
YOU CAN'T ESCAPE ME AS EASILY AS THAT, DAREDEVIL!





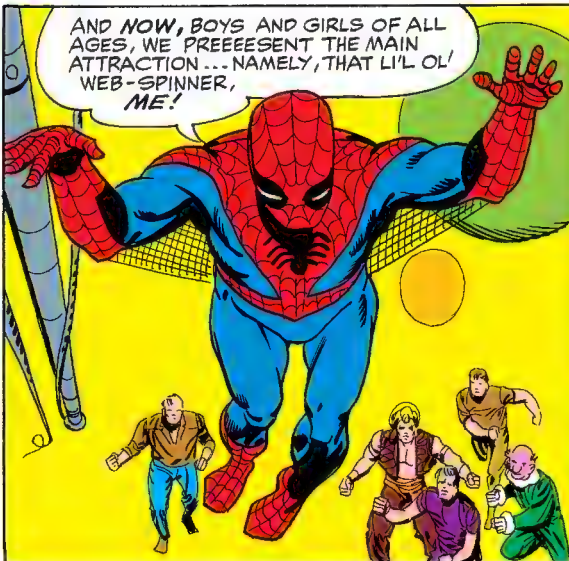
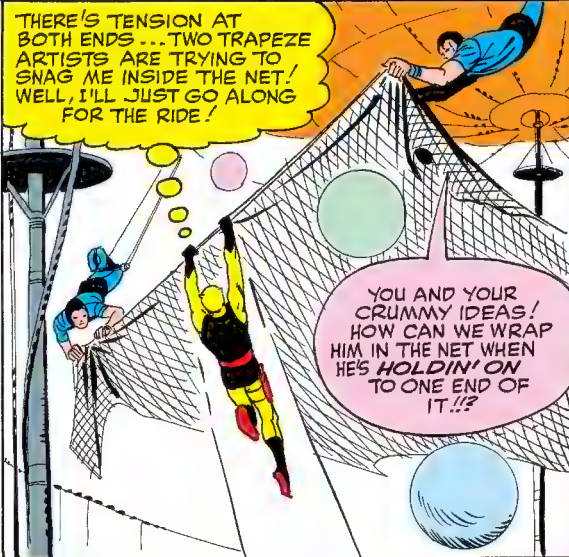




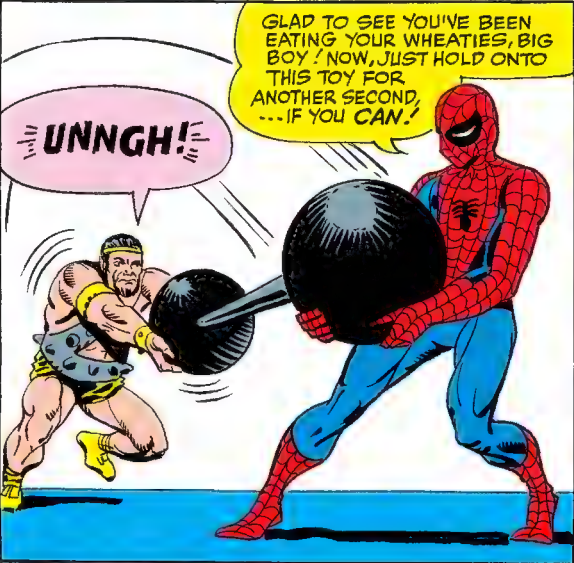
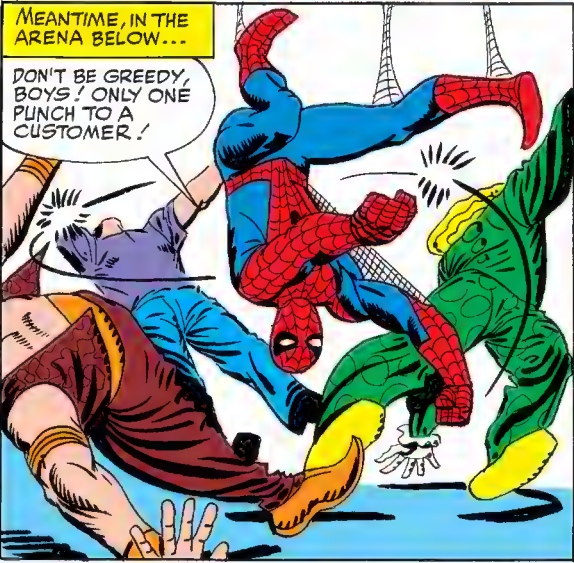
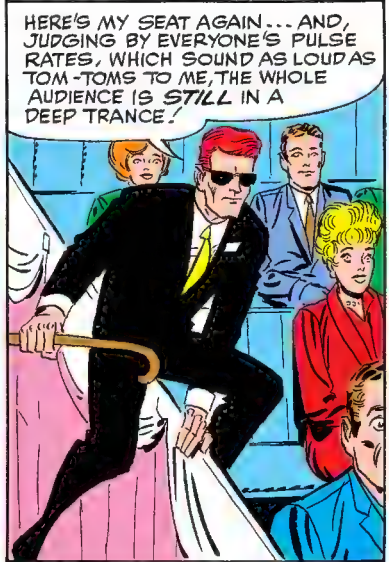
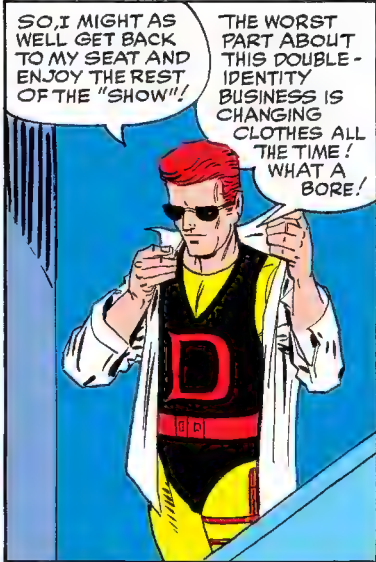




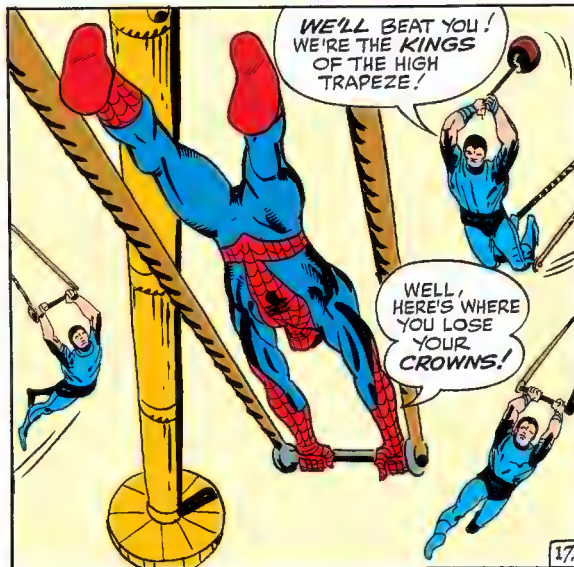
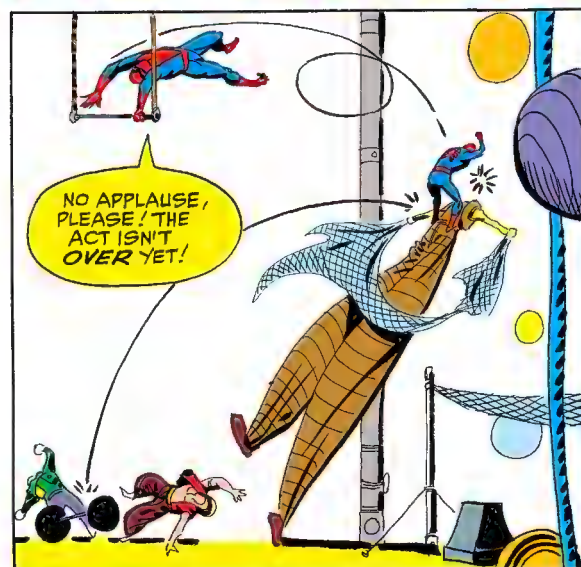
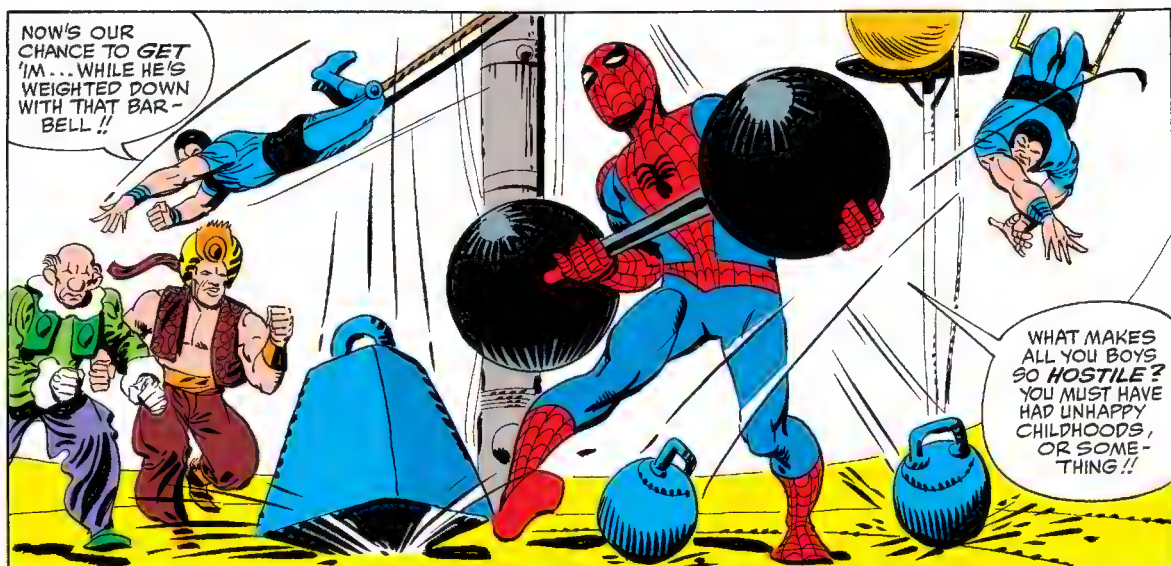
SUDDENLY, THE SIGHTLESS DAREDEVIL CLUTCHES HIS KNEES, AND IN ONE LIGHTNING-LIKE MANEUVER, SCATTERS THE TIGHTLY BLUNCHED PERFORMERS LIKE TEN-PINS!



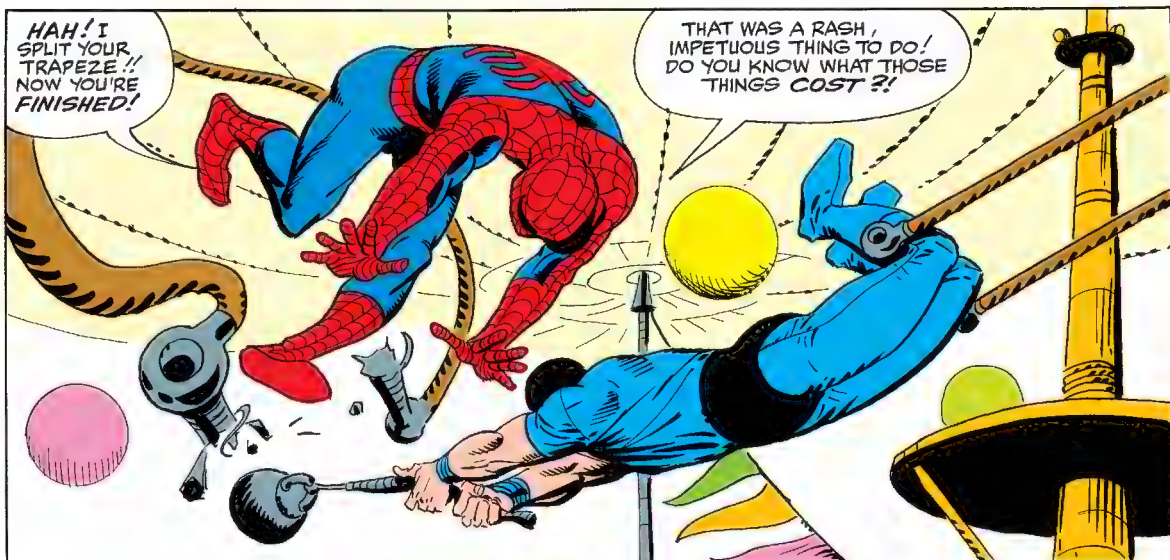




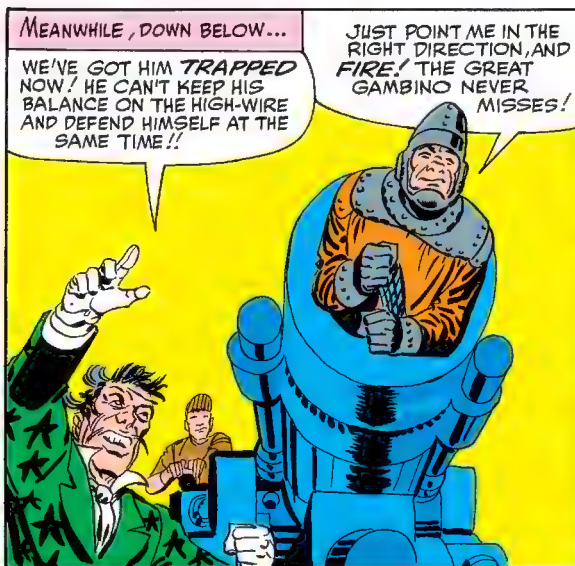




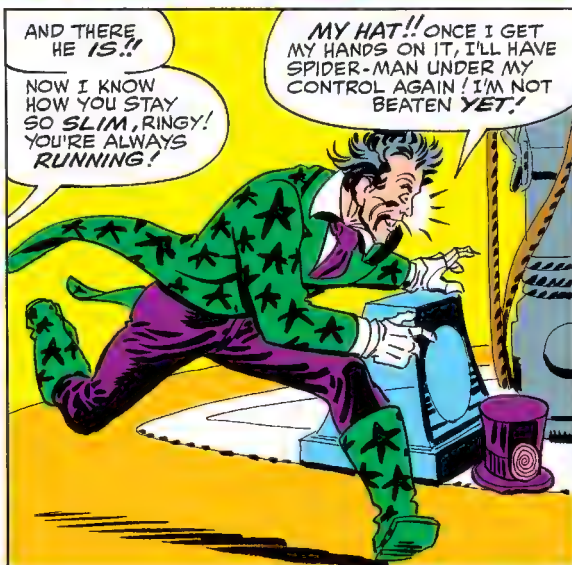
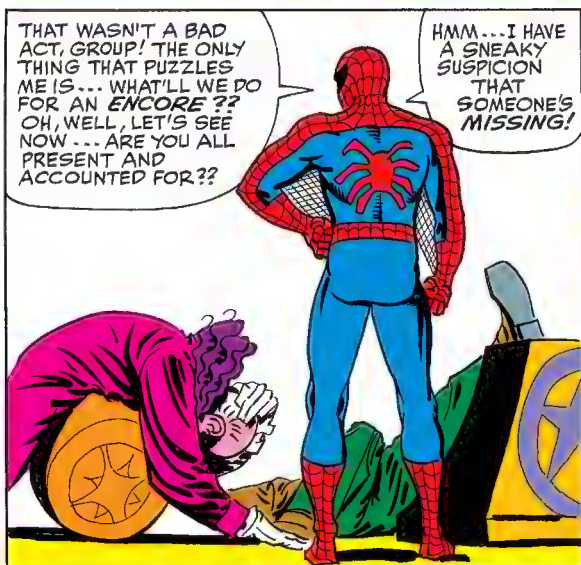
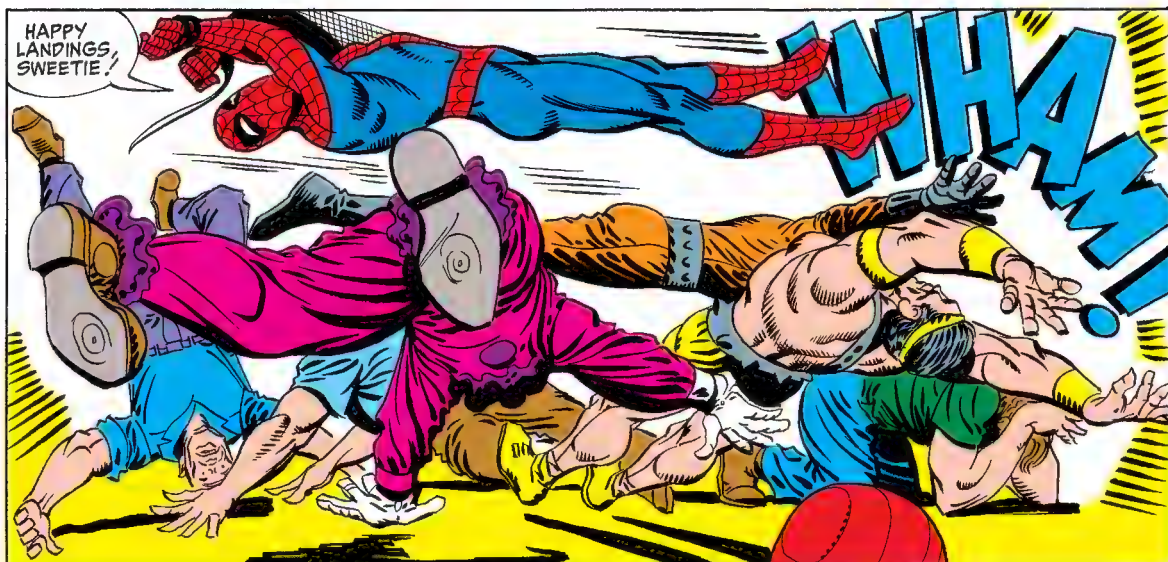




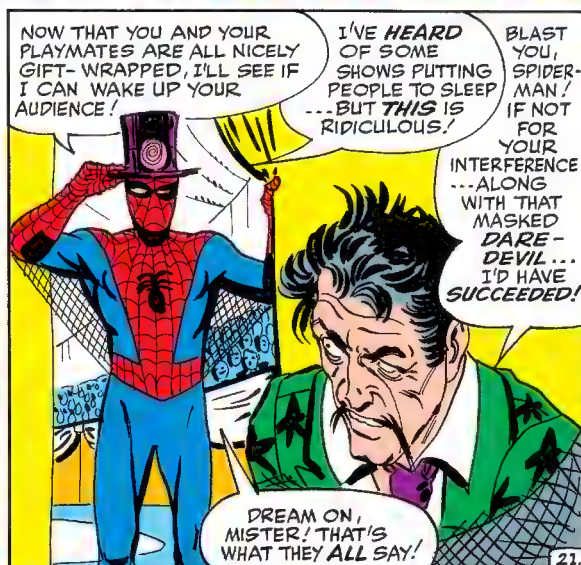
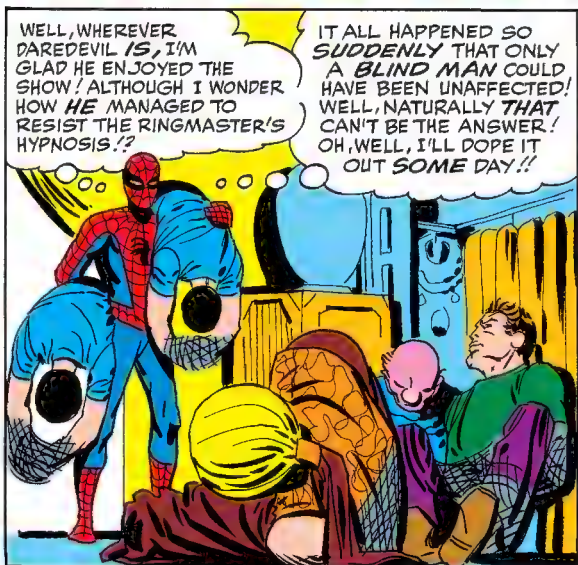
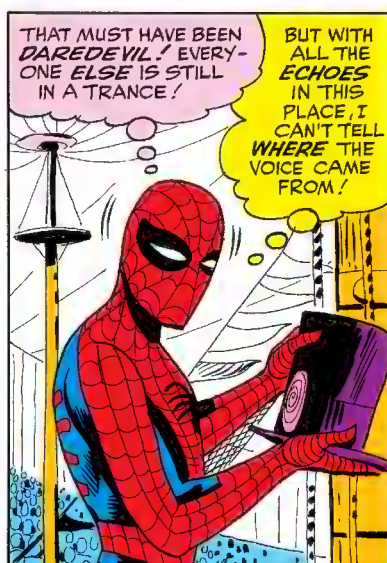
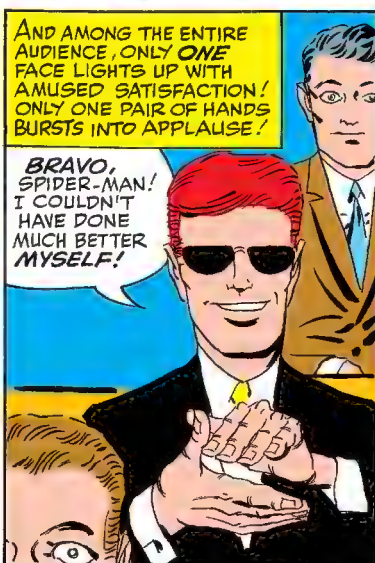
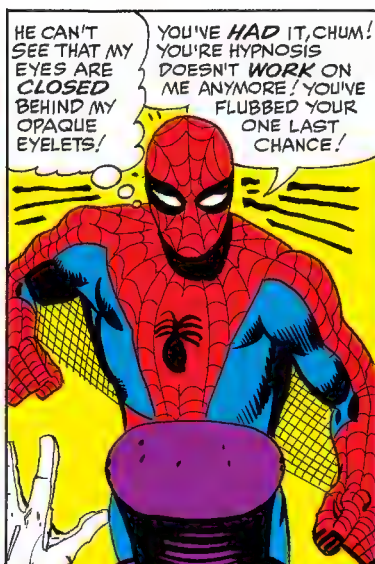














JUST AS I THOUGHT! THE RING-MASTER'S HYPNOTIC POWER CAME FROM HIS HAT!

IN SOME WAY, HE MANAGED TO CREATE AN ELECTRONIC ENERGY FLOW WHICH MAGNIFIES ALL THE THOUGHTS OF THE ONE NEAREST THE HAT, AND PROJECTS THEM OUTWARD WITH IRRESISTIBLE IMPACT! BOY!! I'M GETTIN' TO SOUND LIKE REED RICHARDS!

OKAY, FOLKS! SNAP OUT OF IT! THE SHOW'S OVER! TIME TO GO HOME!

WITHIN SECONDS, THE HYPNOTIC SPELL IS BROKEN AND THE AUDIENCE AWAKENS, THINKING THEY HAVE SEEN AN EXCITING PERFORMANCE!

DID YOU ENJOY IT, MATT?

WELL, I DID MANAGE TO STAY AWAKE!

WHAT A GREAT SHOW!!

BEST DANGED CIRCUS I EVER SAW!

BUT, MINUTES LATER, AS THE CROWD FILES OUT ...

OH! WHERE'S MR. MURDOCK??!

HE WAS HERE A SECOND AGO! IF WE LOSE HIM IN THIS CROWD...!

HOWEVER, NOT FAR AWAY, THE IRREPRESSIBLE MATT MURDOCK ENJOYS ONE LAST PRIVATE JOKE ...

I COULDN'T HELP HEARING THE POLICE TAKING YOU AWAY, SIR! IF YOU SHOULD NEED A LAWYER, HERE'S MY CARD!

KEEP 'EM MOVIN', JOE!

AWW, GET LOST!

THERE HE IS, KAREN!

MR. MURDOCK! WE WERE GETTING SO WORRIED ABOUT YOU... IN THIS BIG CROWD...!

I'M OKAY, KAREN! I WAS JUST, EH, TRYING TO DRUM UP SOME BUSINESS!

WELL, THAT'S THE LAST OF THE RINGMASTER AND HIS CREW! TOO BAD I DIDN'T GET TO KNOW DAREDEVIL BETTER!

YOU SEE, MR. MURDOCK ... YOU CAN ENJOY THE CIRCUS JUST LIKE ANYBODY ELSE!

KAREN'S RIGHT, MATT!

SHE'LL NEVER KNOW JUST HOW RIGHT SHE IS!

WHILE SPIDER-MAN...

HO-HUM! BETTY'S PROBABLY STILL MAD AT ME BECAUSE I DIDN'T TAKE HER TO THE CIRCUS! AUNT MAY IS PROBABLY WAITING TO NAG ME SOME MORE ABOUT DATING THAT MARY JANE CHICK! THE MOST FUN I HAD ALL DAY WAS FIGHTING FOR MY LIFE! HOW ABOUT THAT??!

DAREDEVIL APPEARS REGULARLY IN HIS OWN MAGAZINE ... AND OL' SPIEY WILL BE BACK NEXT ISH TO THRILL YOU AS USUAL! TILL THEN, STAN, AND STEVE, AND WEB-HEAD HIMSELF SAY... ALWAYS FACE FRONT!

THE END





# SPIDER'S WEB

Please address  
your letters to:  
**THE SPIDER'S WEB**  
Third Floor  
655 Madison Ave.  
New York 21, N. Y.

Dear Stan and Steve,

Although I'm just a lowly college freshman I'm a great fan of all Marvel Comics, and I just had to write to tell you how much I appreciate them—especially SPIDER-MAN! I just finished reading your latest and your greatest Spider-Man, which is stupendous, to say the very least! Seconds after I finished reading I was so frenzied with enthusiasm that I picked up the first piece of paper and writing apparatus in sight. The way you bring your readers to the edge of a nervous breakdown by the thought of seeing the end of Spider-Man, and then slapping them in the face with the fact that our favorite hero is better off than ever, is unbelievable. My highest compliments to both of you. Stan did a really terrifyingly terrific job—the white-heat of his inspiration must be his genius showing through. Steve's drawings depicted every moment of emotion in outstanding fashion. I thank you very much!

Andy G. Nevares, 3911 Zephyr St.  
Houston 21, Texas

*Gee whiz, Andy, if you don't like our mags, why don't you just come right out 'n say so?!*

Dear Stan and Steve,

We wish to have some information concerning Spider-Man's unique webbing. In issue #12 you showed Spider-Man reloading with cartridges of web fluid. Now, since we didn't get the first few issues of Spider-Man, we would like to know how he made or makes the fluid which he uses, the way the release works, and the method used in forcing the fluid out. Please do not tell us that it is a secret and it cannot be told!

Darrell Wade, Tony & Joe Muscatello  
Rt. #1, Box 329, Bluefield, W. Va.

*Not only do you ask tough questions, but then you tell us what we shouldn't tell you, eh? You'll find most of the answers you want in the Spidey Annual on sale in June! Anything you don't see there—forget it!*

Dear Stan and Steve,

You know that a person who is addicted to cigarettes is likely to have a nicotine fit if he goes too long between smokes. Well, as of two days ago I am having a Spider-Man fit! My pupils are dilated (from lack of reading material), my pulse is rapid, I can't eat and I can't sleep. If the next issue doesn't come out soon I think I might start pulling my hair out by the roots. There is one thing about your mag which I simply can't stand—it only comes out once a month instead of every week! Please see if you can do anything about this intolerable situation.

Bill Payne, 2701 Portland Ave.  
Louisville, Ky.

*You think YOU'VE got trouble? You should see US when our pay checks arrive late!!*

Dear Stan and Steve,

Today I read the latest issue of SPIDER-MAN and F.F. They were both okay except that in some parts of both magazines it got too mushy. Girls are okay in their own place, I always say. How would you like your magazines to be called "The Marvel Age of Henpecked Super-Heroes"? So please get Betty out of Spider-Man and keep Sue just the Invisible Girl—not Mrs. Reed Richards!

Jay Blackburn, 548 Inghram Ave.  
Calumet City, Ill.

*That might be okay with US, Jay—but we're not so sure Spidey and Reed would like your suggestion!*

Dear Stan and Steve,

STRANGE TALES #120 was a very good issue but we think Iceman should have a girl friend just like everyone else. We also feel after reading issue #12 of SPIDER-MAN that he should reveal his identity to Betty; then he would be able to carry on a more normal life for he would have someone to talk to. We would appreciate an answer as we read your comic books when we take a coffee break while we study.

Gail Schottenstein & Phyllis Schwartz  
100 Beacon St., Boston, Mass.

*Well, gals, it seems to us that it would be pretty tough to lead a normal life, even if you reveal your secret to your girl friend, if you happen to be a guy who runs around evenings in a Spider costume and swings thru the air on webs! But, to each his own!*

Dear Stan and Steve,

I have just finished reading SPIDER-MAN #12 and it was pretty good. But the one boo-boo you made was on page 6 at the bottom of the page in the lower lefthand corner when you said, "...and atop the highest roller coaster at the Amusement Park." They were not on a roller coaster but on a ferris wheel! That was the only thing wrong with #12—otherwise it was one of the best!

Steve Keyes, 3077 Donny Brook  
Costa Mesa, Calif.

*You're right, Steve, and we're wrong—as usual! Apparently the blamed thing was so high that we couldn't tell WHAT it was from 'way down below!*

Dear Stan and Steve,

I'd like to mention simply the question of realism which you are forever injecting into your Spider-Man stories: I've noticed that Spider-Man is the first comic in which the police have been given a bit of recognition. Too often police are ignored even though they do a good job of handling the necessary task of protecting law and order. (Of course this is understandable since some of their work would make dry comic reading and you'd probably have trouble convincing a reader that a cop was as effective as ol' Spidey, anyway!) At any rate, I was pleased to see your use of the police.

Richard Weingroff, 3231 Southgreen Rd.  
Baltimore, Md.

*A fat lot of GOOD it does us! Ol' Stan just got a parking ticket last week!*

Dear Stan and Steve,

Lots of readers have complained that word balloons spoil your covers. Well, something else like that bugs me. I've been looking at your current Marvel issues and have seen the slogans about how great Marvel is. It spoils the whole cover! So how about cutting out all these words of praise so we can see the art? We readers know that this is the MARVEL AGE OF COMICS and if you don't, then for the love of Pete, read one of your mags sometime!

Dick North, 5962 N. Sheridan Rd.  
Chicago 40, Ill.

*What?? After WRITING them all day?? Have a heart, Dick!*

Dear Stan and Steve,

Your Spider-Man magazine is really beginning to take hold here. The main reason is that Spider-Man is portrayed as such a natural guy. This makes the magazine very enjoyable to read and gives it humor in between the dramatic moments. In reference to Pete himself, we think that he should stick to dating high school girls. Although you have explained that Betty is Pete's age, there is some-

CONTINUED



thing about his dating a working girl that seems out of character. Dating her denotes a certain suave, man-of-the-world trait that we don't think he possesses. We hope that Spider-Man does not become incorporated into another magazine because then he would lose his significance. In short, your magazine is a very entertaining and original work. We hope to see a lot more of it!

Jim Frank & Pete Rabalais  
St. Edward's University, Austin, Texas.

*Thanks, guys. But maybe YOU have the nerve to tell Spidey whom he should date—WE sure don't!*

Dear Stan and Steve,

Holy Toledo! In my opinion Spider-Man #12 was the best issue since #4 which featured the Sandman. However, the title of the story just didn't fit. Pete was unmasked, but it wasn't the main point of the story. Come to think of it, I don't know what the heck was the main point??!

Gary Rafferty, 19 120th St.  
Troy, N. Y.

*Know something, Gary? We're with YOU! Half the time WE never can figure out the point of these stories either! But, we never knew they NEEDED one!*

Dear Stan and Steve,

My husband and I buy all the Marvel magazines we can get our hands on. We think they are really great! By the way, we feel that sometimes using Communists as villains gives a story impact and promotes an interest in world affairs. Keep up the good work and we'll do our part—buying!

Mrs. Danny Lee Moore  
Leftwich St., Gretna, Va.

*We can't ask for more than THAT! As for the Communists—they haven't been bothering Spidey much lately. We don't know whether to be pleased or offended!*

Dear Stan and Steve,

I have read enough of your boring hogwash! I hate your comics so much I always want the bad guys to win! You call them "mags"! They should be "rags"! Where do you get your jokes from... "Romper Room"? As far as I know the Marvel Age of Comics should have gone out with the Ice Age. And another thing... I hope Spider-Man gets swatted!!

Bruce Donehower, 47 Woodland Rd.  
Short Hills, N. J.

*Sorry, Bruce! No matter how you beg—you can't have our autographs!!*

Dear Stan and Steve,

Our organization "Candid Opinions" feels that your periodical is one of the greatest to hit the stands today. The entire concept which you impose is incomparable. The art and plots are totally different in the sense that they have never before been attempted with such successful results. Keep up the good work—we wish you every success due your fine magazine!

Mark Laróe, President  
Candid Opinions Organization  
1537 S. Clarion, Philadelphia, Pa.

*We're not quite sure what "Candid Opinions" IS, Mark—but considering the good taste you show in literature, we feel you're a FINE organization!*

Dear Stan and Steve,

I'm sure that if everyone of us out here in Comiciand, including spiders, took a poll for the top super-hero of the year, SPIDER-MAN would win hands down. Never... yes... never in the history of Comiciand has there been a character whose personality is played up as much as Peter Parker's! This has contributed to making Spider-Man your most realistic magazine. It seems that Peter always has something to say behind the backs of others unlike many heroes who are so good and wholesome that it's downright disgusting! Peter, being a teenager, is at an age when most young people think that they are being looked down upon, and even though he has superhuman powers, he is a human being, so naturally he would have a lot of rebuttal. Please continue the half Peter/Spider-Man pictures—I think this illuminates the inner conflict due to his dual identity. Because of his emotions and his exciting stories, you have made AMAZING SPIDER-MAN one of the top ranking heroes in the brief history of his comic. Many thanks!

Steve Jam, 949 Gretta Ave.  
West Covina, Cal.

*Wow! Another few flattering letters like yours, Steve, and we'll start believing our own publicity! Anyway, we still maintain that the best thing about ol' Spidey is his ever-lovin' FANS!*

## SPECIAL ANNOUNCEMENTS SECTION:

—Well, how about that DAREDEVIL, eh?? No featured character we've ever presented, not even Spidey himself, has ever been greeted with so spontaneous a wave of enthusiasm from you fans as D.D.! And, if you haven't seen it yet, his new third ish is on sale now, featuring the macabre menace of the mysterious Owl, Overlord of Crime! (Whew! Try saying THAT thru a mouthful of peanut butter!)

—The SPIDER-MAN ANNUAL #1 should be going on sale just about now, and if you miss it, don't say we didn't warn you! Besides having an unbroken 41-page feature story—plus a million unexpected features and pin-ups—it also has the surprise sensation of the season: A novelty entitled "How Stan and Steve Create Spider-Man." We guarantee you'll get a real charge out of it!

—However, we didn't have room in the Spidey Annual to include the much-requested Origin story of our li'l web-head! But, in our usual mixed-up manner, we DID manage to squeeze it into MARVEL TALES ANNUAL #1, also on sale in June. This, too, will most likely be a sellout, for it features the origins of Spidey, Thor, Giant-Man, Sgt. Fury, Iron Man, and the incredible Hulk, together with photos of practically every member of the Marvel bullpen!

—Have you met Diablo yet? He's the FANTASTIC FOUR's newest villain and you might as well get to know him because, the way WE operate, Spidey will probably be battling him before long! F.F. #30—Another great one from the leader!

—Remember the Enchantress and the Executioner, from THOR #103?? Well, they both team up with Zemo to battle THE AVENGERS in the current ish! And wait'll you see the Thunder God battling his own allies in this one!

—BIG NEWS! Starting with ish #60, our jolly green giant, the Hulk, will be the co-feature of TALES TO ASTONISH, sharing the top billing with GIANT-MAN! And to start things off on the right foot, ol' high-pockets and the Wasp battle the Hulk in the issue preceding it—#59, now on sale! So, Hulk-lovers of the world, arise! TALES TO ASTONISH—Get it!

—Another item of earth-shattering import is the fact that the ever-lovin' Thing will be teamed up with the Human Torch in STRANGE TALES from now on, beginning with the current #124 ish! And Doc Strange will still be the back-up feature of that mag!

—By the way, don't dare miss SGT. FURY #9, now on sale! When Marvel decides to find a villain, we don't kid around! We get the MOST villain there is! Yep, you guessed it! Fury and his Howlers tackle Hitler himself in this ish! It's a corker!

—And while you're at it, you might as well make it a clean sweep and buy IRON MAN #57 to see what ol' shell-head is up to! He's battling a nut named Hawkeye this month and some of Don Heck's artwork will make your eyes pop! Meanwhile, back at the ranch, our hammer-swinging hero, Thor, is trying to figure out how to defeat a character who calls himself The Grey Gargoyle! You'll find all the sordid details in THOR #107!

—We still have a little space left, but we're gonna resist the temptation to tell you what MILLIE THE MODEL and PATSY WALKER are doing this month! As for KID COLT OUTLAW, TWO-GUN KID, and RAWHIDE KID—we can't remember what's going on with them ourselves! But, if Westerns are your meat, you can be sure that they're a'ridin' and a'fightin' and a'shootin' with the best of 'em!

—There's no telling WHAT our next ish of SPIDER-MAN will be, because Stan and Steve are still in a fog from knocking themselves out on THIS one, as well as putting together the 72-page Annual! But, you can be sure they'll come up with SOMETHING—and, whether it's their best, or their worst, you know it'll STILL be worth reading! So, till then, face front!!





MARVEL  
COMICS  
GROUP 12¢

# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

17  
OCT.

GUEST-STARRING:  
**THE  
HUMAN TORCH**

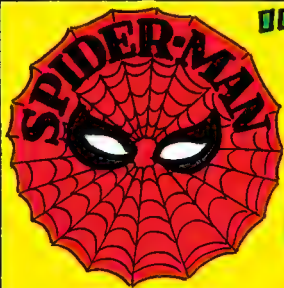
"THE  
RETURN OF  
THE  
GREEN  
GOBLIN!"  
(AND WHAT A  
RETURN  
IT IS!!)



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# "THE RETURN OF THE GREEN GOBLIN!"

RUGGEDLY WRITTEN  
BY: STAN LEE

ROBUSTLY DRAWN  
BY: STEVE DITKO

RECENTLY LETTERED  
BY: S. ROSEN

LOOK AT OL' BOOKWORM PARKER! THE WAY HE'S GLUED TO THAT CHEM BOOK, YOU'D THINK HE WAS READIN' THE LATEST JAMES BOND MYSTERY!

IT'S BEEN MONTHS SINCE I HAD THAT BATTLE WITH THE GREEN GOBLIN! \* I WONDER WHAT BECAME OF HIM? WHY HASN'T HE BEEN HEARD FROM SINCE ??

STAN AND STEVE DO IT AGAIN!!

BE SURE TO READ THIS YARN CAREFULLY, FOR IT'S CERTAIN TO BE DISCUSSED AND ARGUED ABOUT BY SPIDEY FANS THROUGHOUT THE FREE WORLD FOR A LONG TIME TO COME!

SEE ME AFTER CLASS, KIDS! OL' FLASH HAS SOME BIG NEWS FOR YOU !!

\* SEE SPIDER-MAN #14.... EDITOR.

X-777



IN ANOTHER PART OF THE CITY, AT THE SAME TIME THAT PETER PARKER SITS IN HIS SCIENCE CLASSROOM, THE VERY ONE HE IS THINKING OF IS ALSO THINKING OF HIM! OR, TO PUT IT MORE ACCURATELY... OF SPIDER-MAN!

THE NEXT TIME I BATTLE SPIDER-MAN, I'LL HAVE NEW WEAPONS TO DEFEAT HIM WITH!



NOW I'M ONLY PRACTICING WITH A DUMMY TARGET! BUT I CAN'T WAIT UNTIL I GET A CHANCE TO USE MY LITTLE BAG OF TRICKS ON THE REAL SPIDER-MAN!



WITH ALL THE PRACTICING I'VE DONE, I SHOULD BE ABLE TO VANQUISH HIM JUST AS EASILY AS I'VE BEATEN HIS LIFELESS REPLICA!



I'VE EVEN REDESIGNED MY JET-POWERED GOBLIN-GLIDER, MAKING IT STILL FASTER AND MORE MANEUVERABLE!



AH, YES! WHEN NEXT WE MEET, SPIDER-MAN WILL FIND THAT THE MYSTERIOUS GREEN GOBLIN IS MORE THAN A MATCH FOR HIM AND HIS OWN PUNY POWERS!!



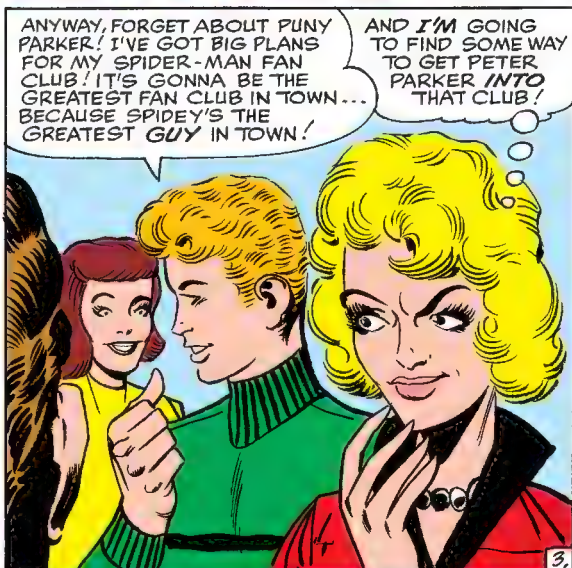
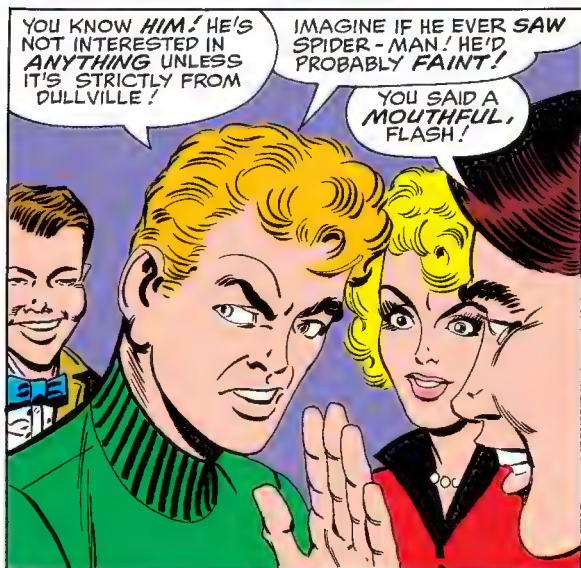
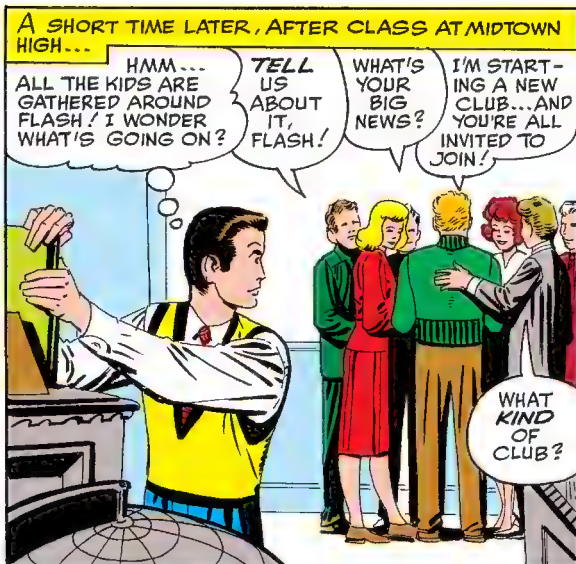
I'VE WAITED ALL THESE MONTHS TO GIVE MYSELF ENOUGH TIME TO PREPARE FOR OUR NEXT ENCOUNTER! ... AND, AT LAST THE GOBLIN IS READY!!



NOW, ALL THAT REMAINS FOR ME TO DO... IS... FIND SPIDER-MAN!









A FEW MINUTES LATER, AS PETE WALKS HOME...

WHAT'S EVERYONE *STARING* AT?? UH OH...UP ON THAT ROOF...LOOKS LIKE *TROUBLE!!*

LOOK! THEY'RE RUNNING INTO A WAITING HELICOPTER!

I NEVER SAW ANYTHING *LIKE* IT!!

MEN IN *COSTUMES*... RACING INTO THAT HOVER-BIRD! WHATEVER THEY'RE DOING... THEY'RE UP TO NO GOOD!

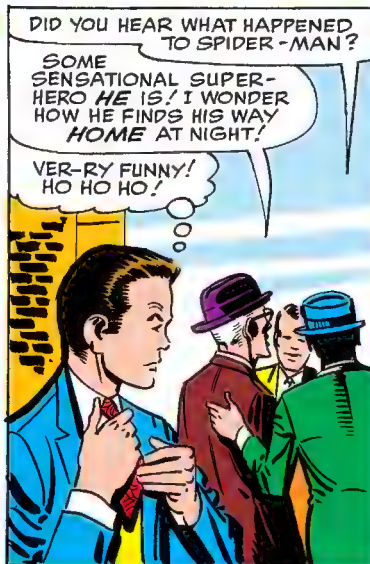
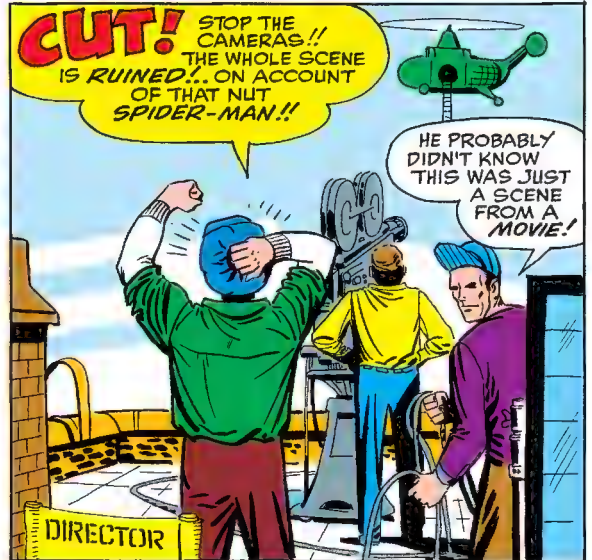
THEY'VE GOT A REAL HEAD START, BUT WITH A LITTLE LUCK, OL' *SPIDER-MAN* OUGHT TO BE ABLE TO CATCH THEM BEFORE THEY CAN GET OUT OF REACH! HERE GOES NOTHIN'....!

WHEEEEEEE! LOOK, MA...NO HANDS!!

MAYBE I'M JUST A CORNY SHOWOFF, BUT IT SURE FEELS GREAT TO GET INTO ACTION AGAIN!!

I WONDER IF FLASH THOMPSON IS WATCHING? WOULDN'T IT BE SOMETHING IF HE EVER FOUND OUT WHO I REALLY AM ???







AND, AS YOU'D EXPECT, WHEN PETER REACHES THE NEWS-PAPER OFFICE OF J. JONAH JAMESON, HE FINDS ...

THIS IS THE BEST NEWS I'VE HEARD IN MONTHS! SPIDER-MAN MADE A LAUGHING STOCK OF HIMSELF! EVERYONE'S TALKING ABOUT HIS BONEHEAD MISTAKE!

OH, HELLO, PETER! IS SOMETHING WRONG? WHY THE FROWN?

I DON'T KNOW ... I GUESS I'VE JUST GOT A HEADACHE!



WELL, WELL! PETER PARKER, MY DEMON PHOTOGRAPHER! I FEEL SO GOOD, I'M EVEN GLAD TO SEE YOU!

I'LL BE RIGHT WITH YOU AS SOON AS I FINISH WRITING THIS ANTI-SPIDER MAN EDITORIAL FOR THE NEXT EDITION

THAT'S OKAY, MR. JAMESON! I JUST CAME BY TO WALK BETTY HOME!

I'M READY TO LEAVE NOW, PETER!



YOU KNOW, PETER... I WISH MR. JAMESON DIDN'T HATE SPIDER-MAN SO!

REALLY? WHAT DIFFERENCE DOES IT MAKE TO YOU, BETTY?

GOSH, I HOPE SHE'S NOT BEGINNING TO SUSPECT WHO SPIDEY REALLY IS!!

HAVE YOU FORGOTTEN, PETER? SPIDER-MAN SAVED MY LIFE THREE TIMES IN THE PAST!

WHEW! SO THAT'S ALL SHE MEANT! WHAT A RELIEF! AND NOW... OH NO! UP AHEAD!! JUST MY LUCK!!



BETTY, I JUST REMEMBERED SOMETHING I FORGOT TO TELL MR. JAMESON! LET'S GO BACK FOR A MINUTE AND... UH...

PETER! WHAT ON EARTH...? OH, SOMEONE IS CALLING YOU!



PETEY! IT'S ME, LIZ! COME HERE! I HAVE SOMETHING TO SHOW YOU!

DOES THAT SQUARE HAVE TO POP UP WHEREVER WE GO?

GOSH, I'M SORRY, BETTY! I KNOW HOW YOU FEEL ABOUT LIZ! I HOPED WE COULD GET AWAY BEFORE SHE SAW US!

OH, STOP THE ACT, "PETEY"! YOU'RE NOT IMPRESSING ME ONE BIT!



MMMM, PUTTING ON SOME WEIGHT, AREN'T YOU, MISS BRANT? HERE, PETEY... I WANT YOU TO READ THIS!

IT'S ABOUT THE SPIDER-MAN FAN CLUB!

OH!!! WHEN SHE CALLS ME "MISS BRANT" I FEEL A HUNDRED YEARS OLD!!



BIG DEAL! PARKER CAN READ!



**GOSH! YOU ACTUALLY PUT AN AD IN THE PAPER ANNOUNCING YOUR FAN CLUB MEETING! BUT... WHAT'S THIS...??**

**YOU'RE HAVING YOUR MEETING AT A REAL DINNER CLUB... AND SPIDER-MAN WILL BE THERE??**

**IMPORTANT NOTICE**  
**THE FIRST MEETING**  
 of The  
**SPIDER-MAN FAN CLUB**, Forest Hills Chapter,  
 will be held at the elegant  
**AVENUE DINNER CLUB!**  
**SPIDER-MAN** will appear  
**IN PERSON!**

**MY FATHER IS LETTING US USE THE AVENUE DINNER CLUB! HE OWNS IT! AND HE PAID FOR THE AD IN THE PAPER, TOO! HE'S ALWAYS BEEN A SPIDER-MAN FAN!**

**THAT BLONDE BOY-STEALER WANTS THE WORLD TO KNOW HOW RICH SHE IS!**

**BUT HOW DO YOU KNOW SPIDER-MAN WILL BE THERE?!**

**BECAUSE HE'S NOT A CRUMB, LIKE SOME GUYS I KNOW!**

**HE'S THE GREATEST GUY IN THE WORLD! AND HE'S ALL HEART! HE PERFORMED AT A CIRCUS FOR CHARITY LAST MONTH! HE WON'T LET HIS LOYAL FANS DOWN!**

**HOW CAN I EVER BE MAD AT A FELLA WHO FEELS THAT WAY ABOUT GOOD OL' SPIDEY... EVEN THOUGH HE HATES PETER PARKER!**

**SO, WHEN HE SEES THAT NOTICE IN THE PAPER, HE'LL BE THERE!**

**SOME-THING TELLS ME YOU'RE RIGHT, FLASH!**

**NOW YOU BE SURE TO COME, PETEY! I KNOW MISS BRANT CAN'T COME, BECAUSE HER BOSS, JONAH JAMESON, MIGHT NOT LIKE IT!**

**WHERE I GO ON MY OWN TIME IS MY BUSINESS, MISS ALLAN!**

**HOLD ON, LIZ! THIS IS MY FAN CLUB! I DIDN'T INVITE PUNY PARKER TO COME!**

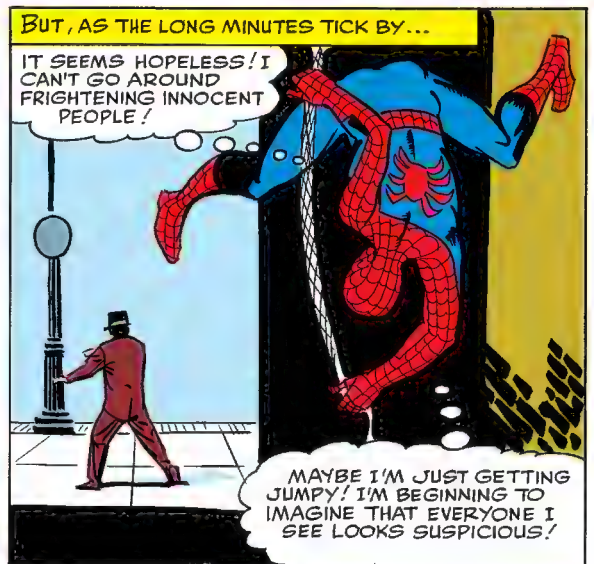
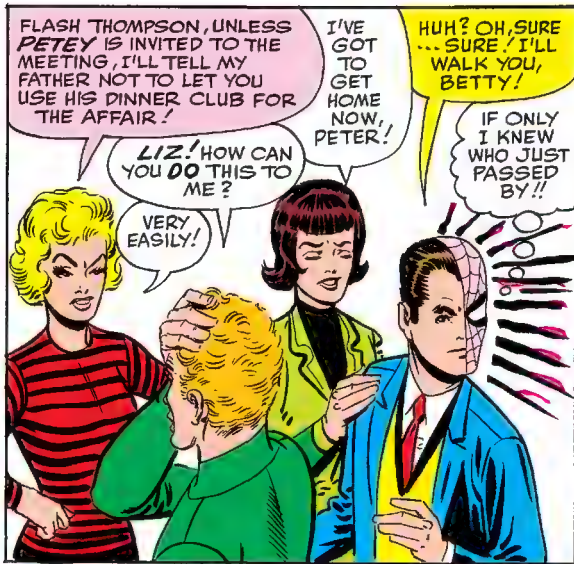
**UH-OH! MY SPIDER-SENSE IS TINGLING! THAT MEANS DANGER IS NEAR!**

**BUT WHAT CAN IT BE? I DON'T RECOGNIZE ANYBODY IN THIS CROWD!**

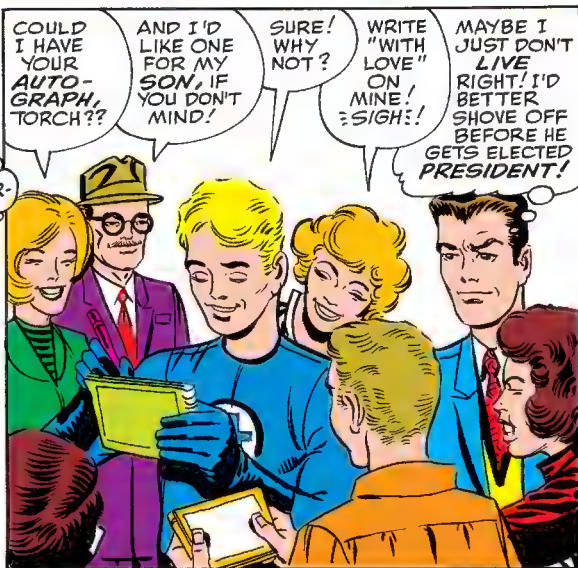
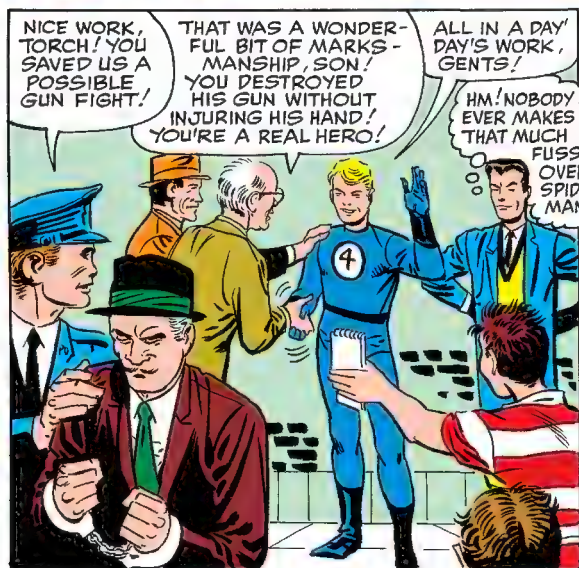
**BUT, WHY SHOULD PETER RECOGNIZE THE ONE DANGEROUS MAN IN THE CROWD? HE'S NEVER SEEN HIM WITHOUT HIS GREEN GOBLIN MASK BEFORE!**

**HMM... A MEETING OF THE SPIDER-MAN FAN CLUB, EH? VERY INTERESTING!**

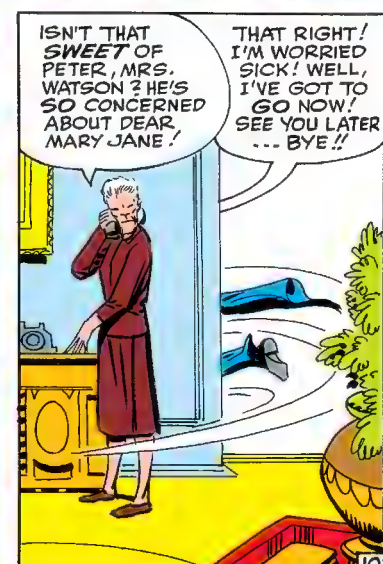
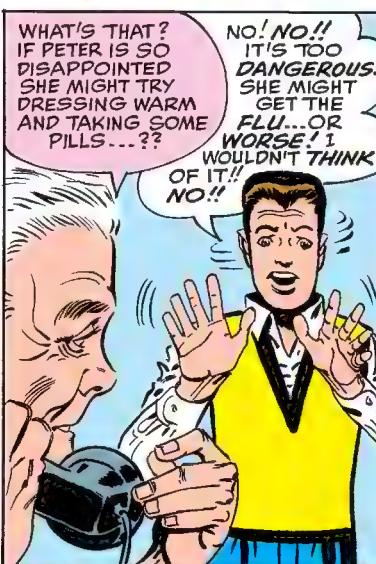
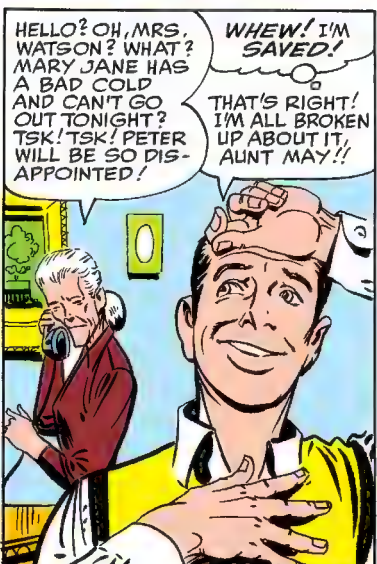
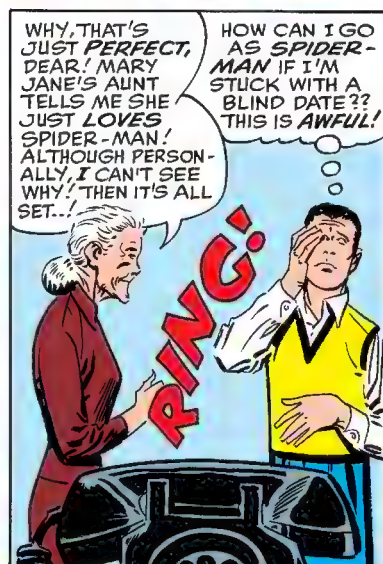
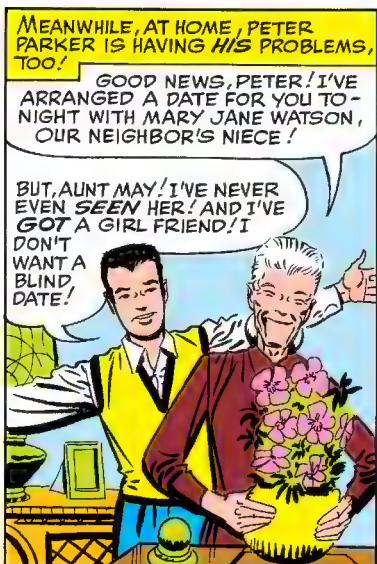






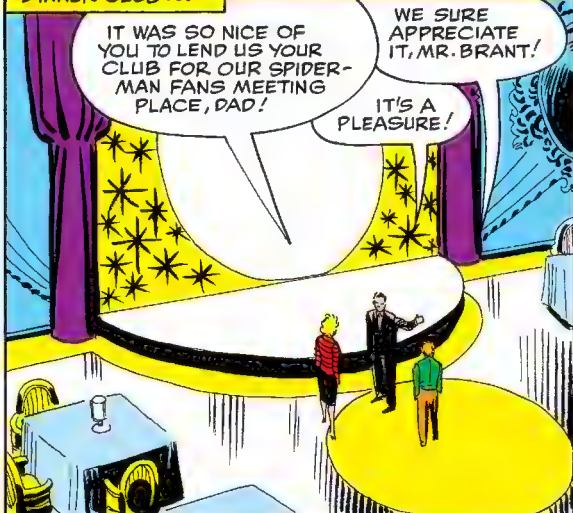








LATER, AT THE GRAND BALLROOM OF THE AVENUE DINNER CLUB...



IT WAS SO NICE OF YOU TO LEND US YOUR CLUB FOR OUR SPIDER-MAN FANS MEETING PLACE, DAD!

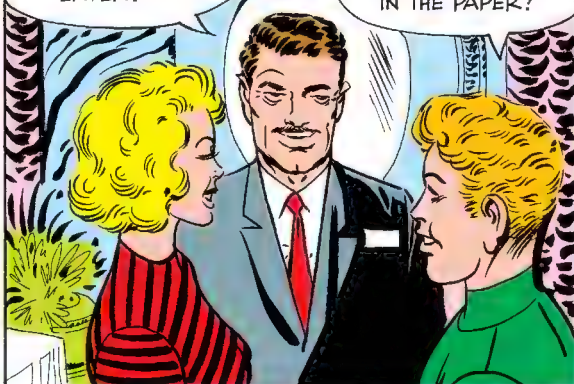
WE SURE APPRECIATE IT, MR. BRANT!

IT'S A PLEASURE!

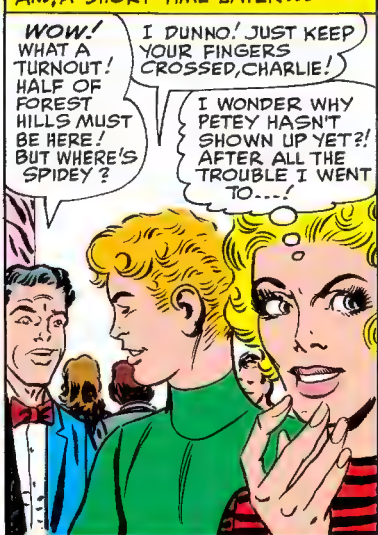
BESIDES, I'M NOT COMPLETELY UN-SELFISH! IF THERE'S A BIG TURNOUT, IT'LL BE GOOD PUBLICITY FOR MY CLUB! AND THAT MEANS A BIG BOOST IN BUSINESS LATER!

THE FANS SHOULD START ARRIVING SOON! DO YOU THINK SPIDER-MAN WILL REALLY SHOW UP IN PERSON?

WE HOPE SO! HE'S SURE TO HAVE SEEN THE NOTICE IN THE PAPER!



AND, A SHORT TIME LATER...



WOW! WHAT A TURNOUT! HALF OF FOREST HILLS MUST BE HERE! BUT WHERE'S SPIDEY?

I DUNNO! JUST KEEP YOUR FINGERS CROSSED, CHARLIE!

I WONDER WHY PETEY HASN'T SHOWN UP YET?! AFTER ALL THE TROUBLE I WENT TO...

WHILE, ON A ROOFTOP NEARBY...



THIS IS MY BIG CHANCE! IF I MAKE A GOOD IMPRESSION IN THERE, MAYBE PEOPLE WILL STOP DIS-TRUSTING ME AND START LIKING ME THE WAY THEY LIKE THE TORCH!

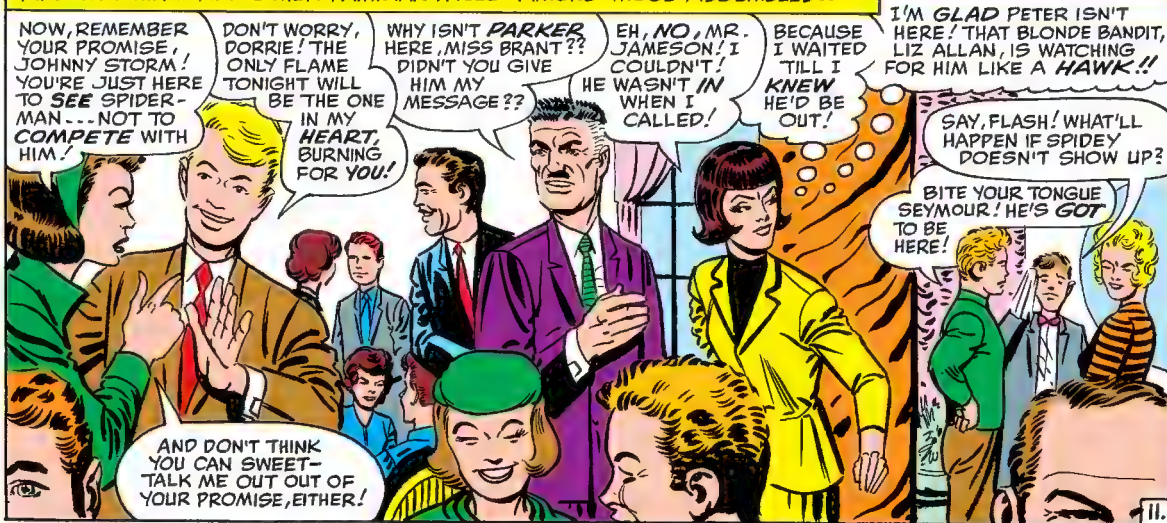
I FEEL LIKE A NERVOUS ACTOR ON OPENING NIGHT!

AND, SPIDEY MIGHT BE STILL MORE NERVOUS IF HE COULD SEE THE STRANGE FIGURE ACROSS TOWN WHO IS SILENTLY SPEEDING TOWARDS THE SAME DESTINATION...



WON'T SPIDER-MAN BE SURPRISED TO SEE THE GREEN GOBLIN AMONG HIS MANY "FANS"??!

BUT, AS THE CROWD IMPATIENTLY WAITS FOR THE HERALDED APPEARANCE OF THE TEEN-AGE ADVENTURER, WE FIND THAT THERE ARE OTHER FAMILIAR FACES AMONG THOSE ASSEMBLED...



NOW, REMEMBER YOUR PROMISE, JOHNNY STORM! YOU'RE JUST HERE TO SEE SPIDER-MAN... NOT TO COMPETE WITH HIM!

DON'T WORRY, DORRIE! THE ONLY FLAME TONIGHT WILL BE THE ONE IN MY HEART, BURNING FOR YOU!

WHY ISN'T PARKER HERE, MISS BRANT?? DIDN'T YOU GIVE HIM MY MESSAGE??

EH, NO, MR. JAMESON! I COULDN'T! HE WASN'T IN WHEN I CALLED!

BECAUSE I WAITED TILL I KNEW HE'D BE OUT!

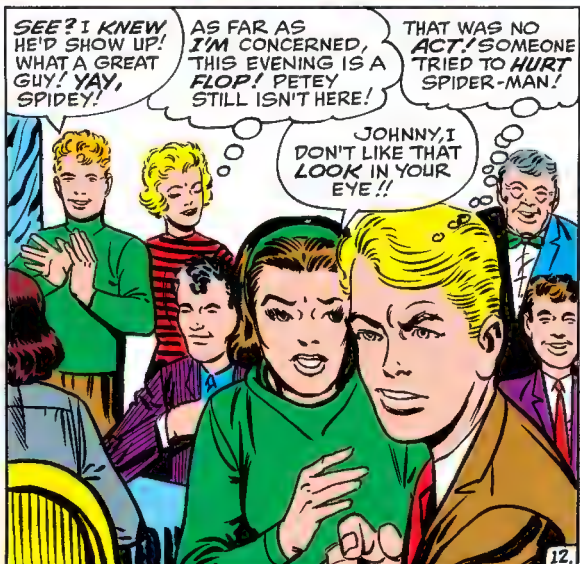
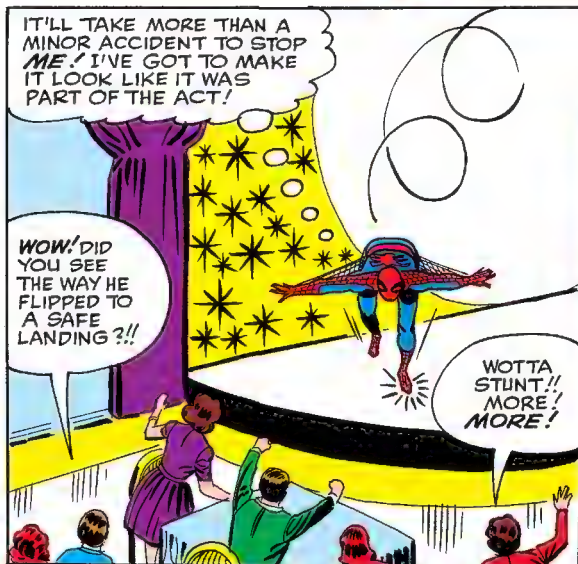
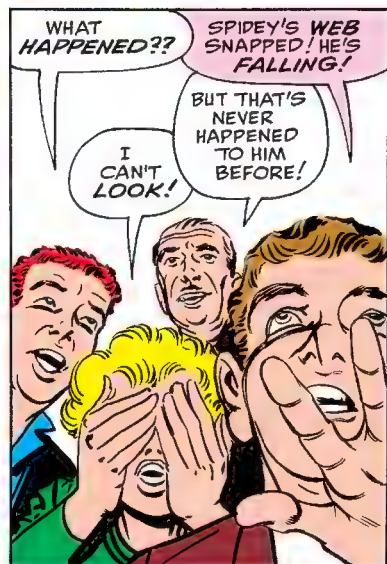
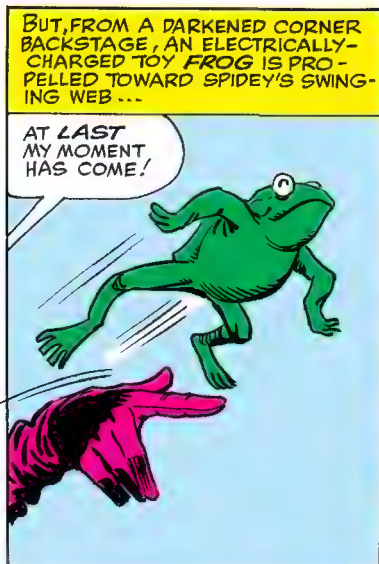
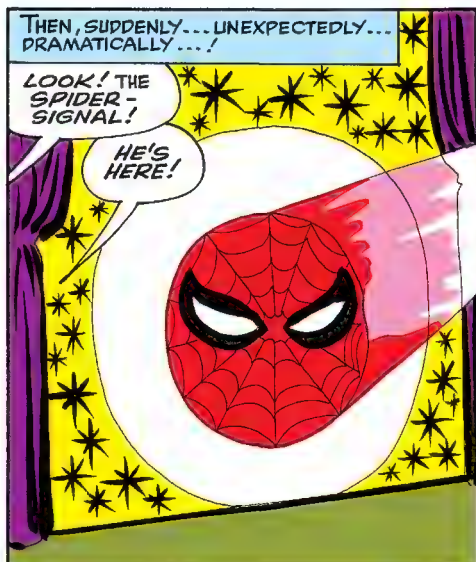
I'M GLAD PETER ISN'T HERE! THAT BLONDE BANDIT, LIZ ALLAN, IS WATCHING FOR HIM LIKE A HAWK!!

SAY, FLASH! WHAT'LL HAPPEN IF SPIDEY DOESN'T SHOW UP?

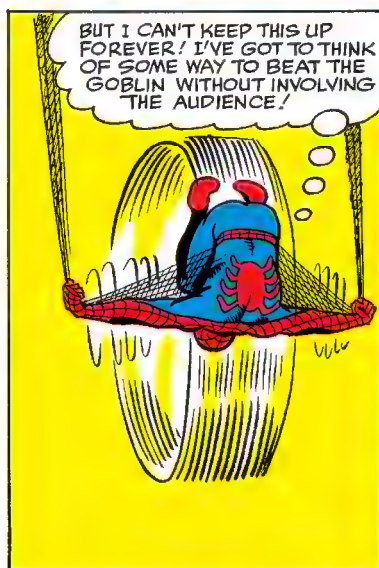
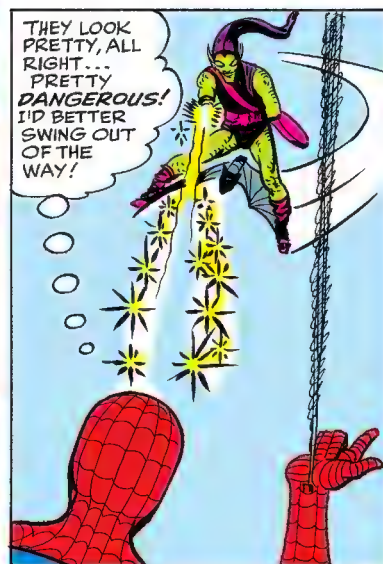
BITE YOUR TONGUE SEYMOUR! HE'S GOT TO BE HERE!

AND DON'T THINK YOU CAN SWEET-TALK ME OUT OF YOUR PROMISE, EITHER!

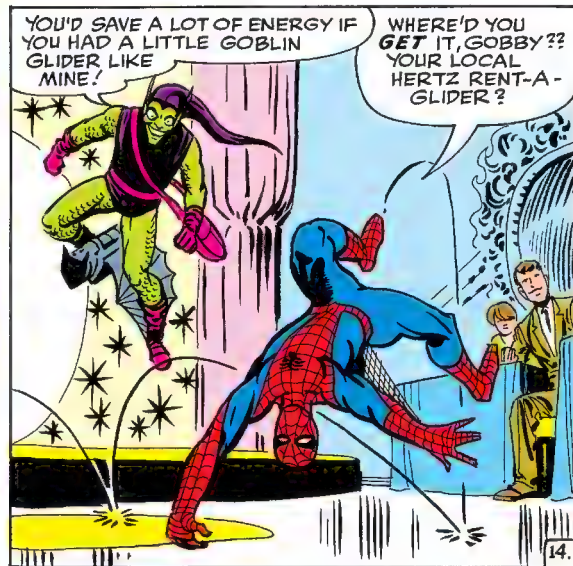
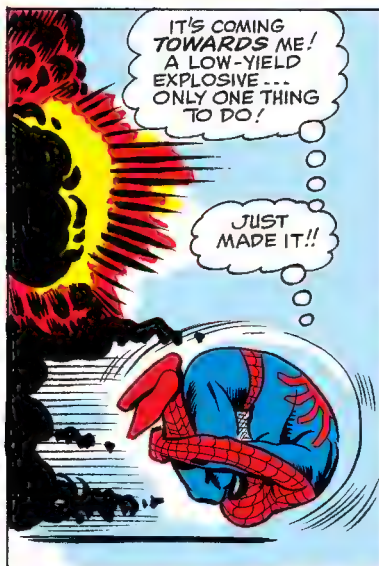
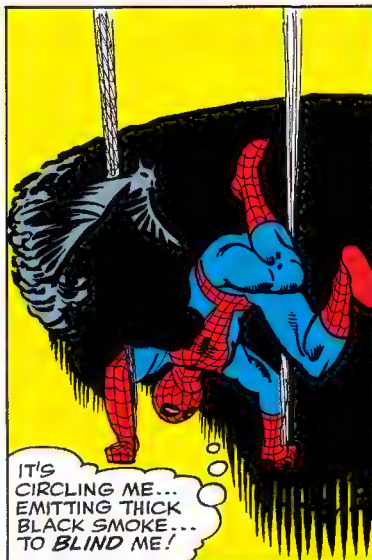




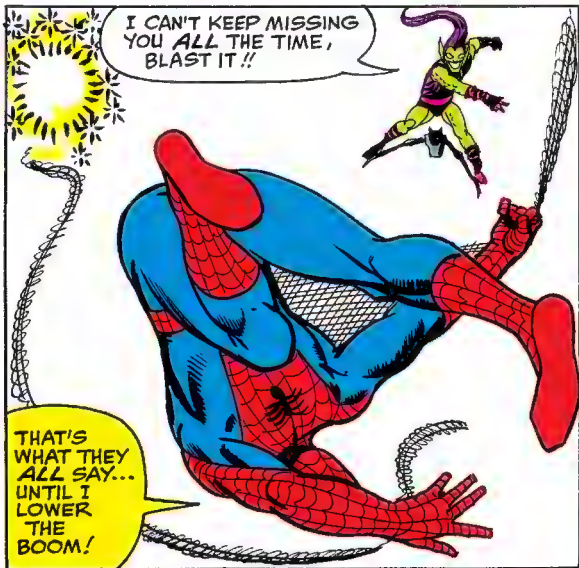
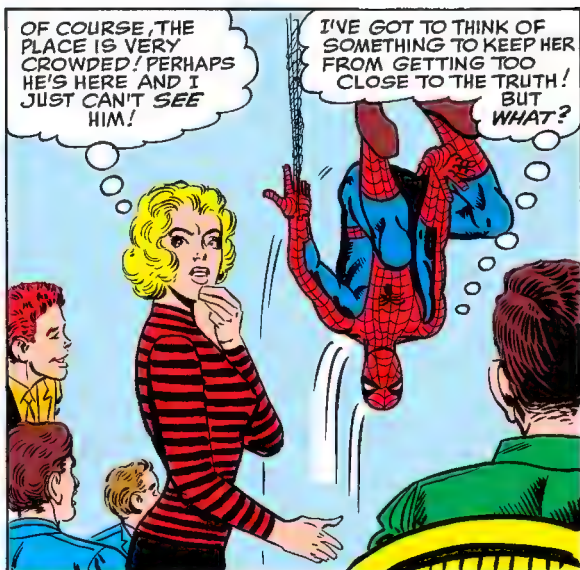
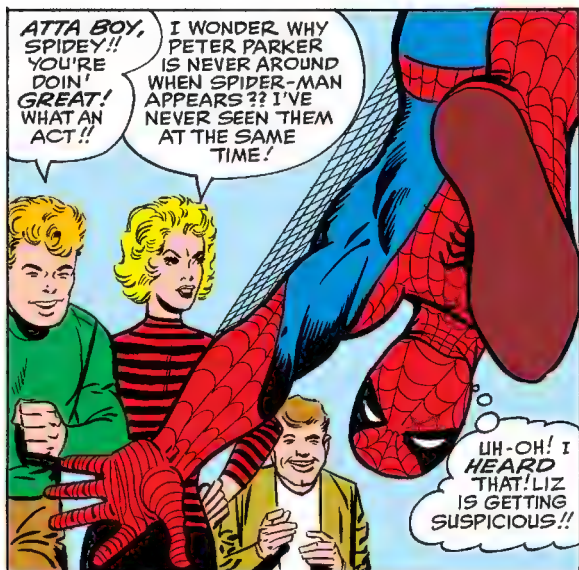














BUT, AT THAT VERY MOMENT, THE SHARP-EYED JOHNNY STORM NOTICES THE DANGEROUS GLINT OF THREE GUN BARRELS IN THE BALCONY ABOVE...

DORRIE, WAIT HERE! I'VE GOT TO LEAVE YOU FOR A FEW MINUTES...

JOHNNY STORM! YOU PROMISED ME YOU WOULDN'T TRY TO GET INTO THE ACT! IF YOU DON'T SIT RIGHT DOWN AGAIN...!

I CAN'T! THIS LOOKS SERIOUS! STAY BACK!

C'MON! NOW'S OUR CHANCE TO BREAK INTO THE CASHIER'S SAFE UP HERE, WHILE EVERYONE'S WATCHIN' THOSE CLOWNS DOWN BELOW!

I'D LIKE TO FINISH OFF THAT CRUMMY SPIDER-MAN FIRST!

SUDDENLY, A DRAMATIC CRY RINGS OUT, AS A FLAMING FLYING FIGURE BLAZES UPWARD...

**FLAME ON!**

DORRIE WILL BE MAD AS A HORNET, BUT I'VE JUST GOT TO DO THIS!

LOOK! IT'S THE HUMAN TORCH!

BUT, WHILE STREAKING TOWARDS THE THREE GUNMEN, THE TORCH UNWITTINGLY BLAZES THROUGH SPIEY'S WEBBING, SPOILING OUR HERO'S PLAN TO TRAP THE GREEN GOBLIN!

GANGWAY, WEB-HEAD!

THAT WAS A CLOSE ONE! HE ALMOST HAD ME!!

THE TORCH! HE SPOILED EVERYTHING!!

WHO INVITED THAT HUMAN MATCHSTICK TO BUTT IN??!

AW, CLAM UP, FLASH! ARE YOU TRYIN' TO SPOIL ALL THE FUN??

GET LOST, TORCH! THIS IS A PRIVATE PARTY!!

YAY, TORCH! GIVE IT TO 'EM, YOU OL' FIRE-EATER!!

THE TORCH SPOTTED US! LET'S GET OUTTA HERE!

THIS DOES IT!! I'M TAKIN' THE PLEDGE! I'M GOIN' STRAIGHT!

NOT REALIZING WHY THE HUMAN TORCH HAS ENTERED THE SCENE, THE GREEN GOBLIN ANGRILY TURNS HIS ATTENTION TOWARDS THE FIERY NEWCOMER...

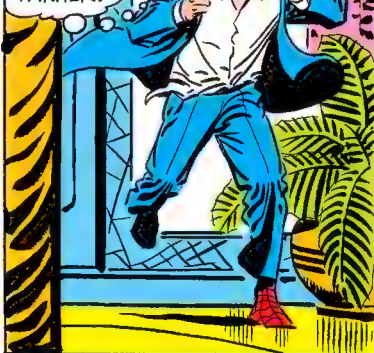
THE HUMAN TORCH, EH? WELL, I'LL TEACH YOU NOT TO INTERFERE WITH YOUR BETTERS!

SPIDER-MAN'S GONE! I WONDER WHERE..?



FOR THE ANSWER TO THE TORCH'S UN-  
SPOKEN QUESTION, LET'S TURN OUR  
ATTENTION TO A YOUTH WHO BREATH-  
LESSLY RACES TOWARDS THE  
AUDIENCE...

SO FAR, SO GOOD!  
NOW TO PUT IN A  
BRIEF APPEARANCE  
AS PETER  
PARKER!



HI, LIZ! I  
THOUGHT  
I SAW YOU  
FROM  
ACROSS  
THE ROOM!

OH, PETEY!  
THEN YOU  
WERE  
HERE! I'M  
SO GLAD!

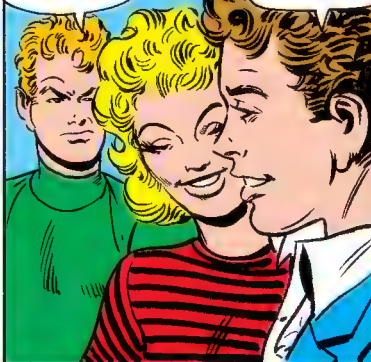
FIRST  
THE PESTY  
TORCH,  
AND NOW  
PUNY  
PARKER!  
THIS PLACE  
IS FILLING UP  
WITH A BUNCH  
OF DEAD-  
HEADS!



PETEY, I'M SURE I CAN TALK  
FLASH INTO LETTING YOU JOIN HIS  
SPIDER-MAN FAN CLUB!

AW, C'MON,  
LIZ! IF WE  
ACCEPT HIM,  
WE'LL HAVE  
TO ACCEPT  
ANYBODY!

FORGET IT, KIDS!  
I MAY START  
MY OWN CLUB...  
FOR THE  
GREEN  
GOBLIN!



ECHH!  
THAT CREEP  
IS AS FUNNY  
AS A  
SECOND-  
HAND  
CRUTCH!

YOU'VE SUCH  
A CUTE SENSE  
OF HUMOR,  
PETEY! BUT  
HOW DID  
YOUR HAIR  
GET SO  
MUSS'D?

IT... EH... IT'S PRETTY  
WINDY ON THE OTHER  
SIDE OF THE ROOM!

NOW THAT I'VE SHOWN  
MYSELF, I'VE GOT TO  
GET BACK TO THE  
GOBLIN, FAST! BUT...

YIPES!  
LOOK  
WHO'S  
HERE!

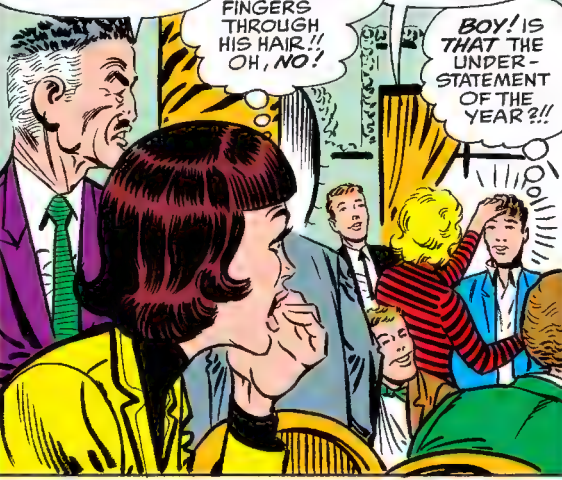


LOOK! PARKER  
DID COME, AFTER  
ALL!! BUT WHERE'S  
HIS CAMERA?

PETER...  
HERE WITH  
LIZ! SHE'S  
RUNNING HER  
FINGERS  
THROUGH  
HIS HAIR!!  
OH, NO!

YOU LOOK  
PALE, PETEY!  
IS ANYTHING  
WRONG?

BOY! IS  
THAT THE  
UNDER-  
STATEMENT  
OF THE  
YEAR?!!



MEANWHILE, HIGH ABOVE EVERY-  
ONE'S HEADS, THE "SHOW" GOES  
ON!

I'VE GOT  
TO GET RID OF  
THE TORCH  
QUICKLY, SO I  
CAN TURN MY  
ATTENTION TO  
SPIDER-MAN!

THIS LITTLE  
"GOBLIN  
SURPRISE"  
OUGHT TO  
DO THE  
TRICK!

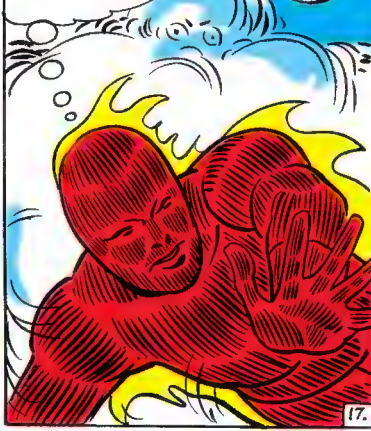


WHATEVER HE  
TOSSED AT ME,  
IT FORMED AN AIR-  
TIGHT CLOUD SEAL,  
CUTTING OFF MY  
AIR! IT'LL PUT MY  
FLAME OUT!

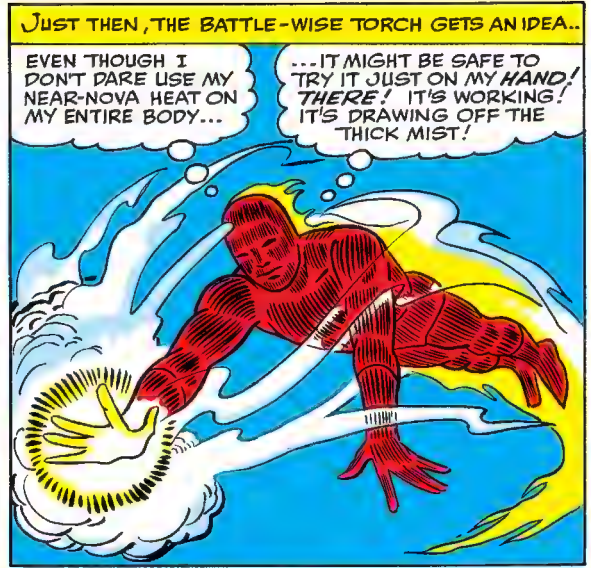
...UNLESS I  
INCREASE  
MY FLAME  
TO NEAR  
NOVA  
INTENSITY...  
BUT THAT  
MIGHT CAUSE A  
FIRE IN HERE, INJUR-  
ING INNOCENT PEOPLE!



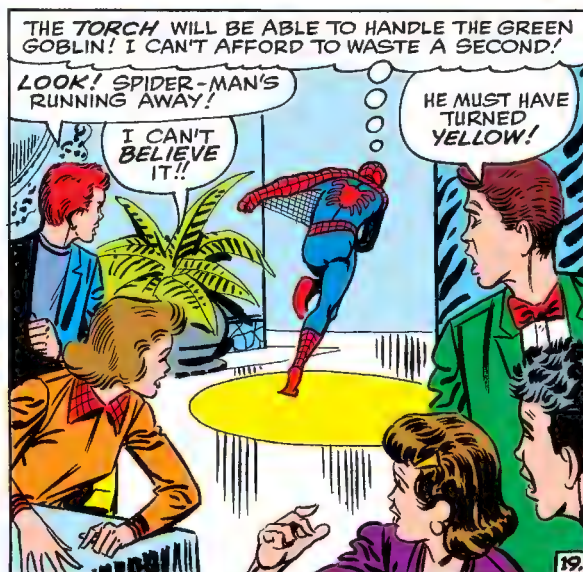
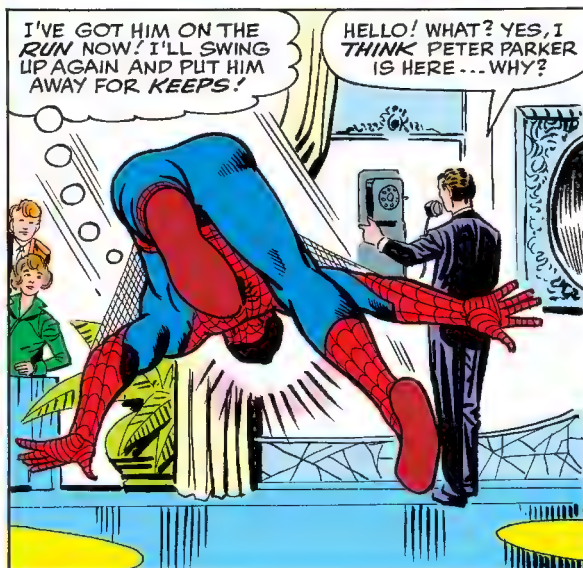
HE'S TOSSING MORE!  
I'VE GOT TO DO  
SOMETHING  
BEFORE I'M  
COMPLETELY  
WITHOUT  
OXYGEN!



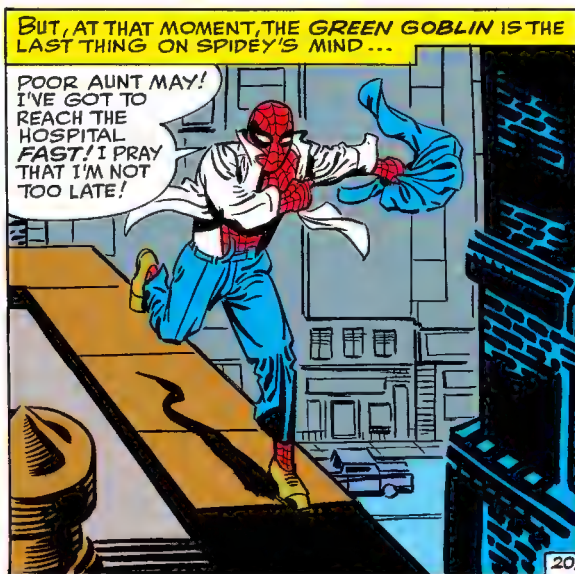
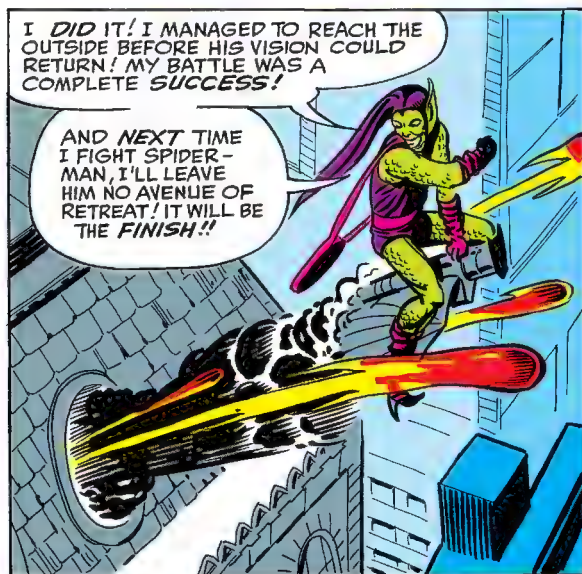
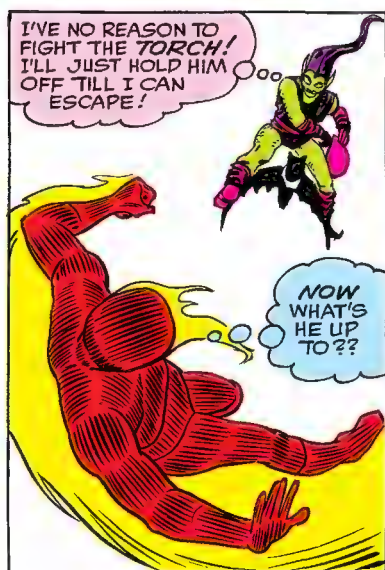
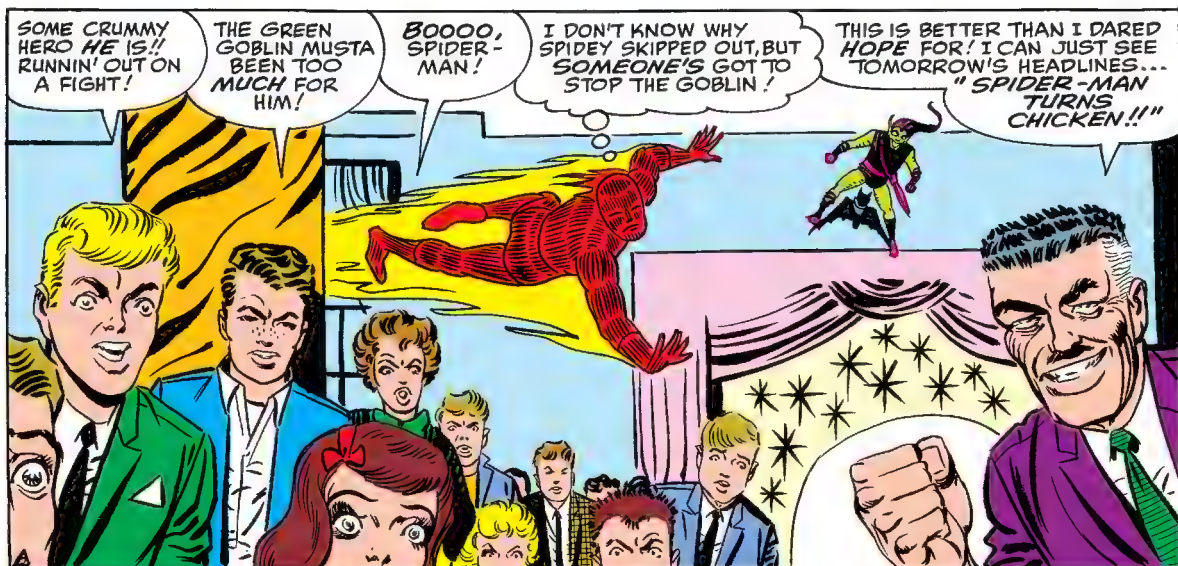














AND, AS THE CROWD THINS OUT AT THE AVENUE DINNER CLUB...

JOHNNY, I'M NOT ANGRY ANY MORE... I'M **PROUD** OF YOU! I REALIZE NOW THAT YOU WERE **NEEDED** AS THE HUMAN TORCH!

THANKS, DORRIE! BUT I CAN'T UNDERSTAND **SPIDER-MAN**! WHAT COULD HAVE MADE HIM TURN TAIL AND **RUN** OFF THE WAY HE DID??

UNDERNEATH THAT SILLY OLD **FEUD** OF YOURS, YOU REALLY **LIKE** **SPIDER-MAN**, DON'T YOU, JOHNNY?

YES, I GUESS I DO, DORRIE! OR ANYWAY... I **DID**!

MISS BRANT, CALL THE PAPER! TELL THEM I'M ON MY WAY OVER! WE'RE PUTTING OUT AN **EXTRA**! I'LL TELL THE WHOLE WORLD WHAT A **COWARD** SPIDER-MAN REALLY TURNED OUT TO BE!

YES, MR. JAMESON...

AND I FEEL LIKE TELLING THE WORLD WHAT A **FOOL** I AM... FOR THINKING PETER PARKER EVER CARED ABOUT ME! I... I'LL NEVER TRUST HIM EVER AGAIN!

PETER PARKER MUST BE PART **GHOST**! NOW WHERE DID HE DISAPPEAR TO??

HEY, WAIT UP, FELLAS! DON'T GO YET! WE HAVE TO VOTE FOR OFFICERS FOR OUR **SPIDER-MAN FAN CLUB**!

**FORGET IT, FLASH!** AFTER WHAT WE JUST SAW, SPIDER-MAN CAN GO JUMP IN THE LAKE!

C'MON, LET'S GET OUT OF HERE!

WHAT'S THE **MATTER** WITH ALL OF YOU?? ARE YOU JUST A BUNCH OF FAIR-WEATHER FRIENDS? SPIDEY MUST HAVE HAD A **REASON** FOR WHAT HE DID!!

OKAY, GO AHEAD! WALK OUT! WHO **NEEDS** YA? I'M STAYING! I'M NOT A DESERTER! OL' SPIDEY STILL HAS **ONE** FAN, ANYWAY!

**NUTS!** WHAT'S THE **ANGLE**, FLASH? IS HE A **RELATIVE** OF YOURS??

**NO!** HE'S NOT A RELATIVE! HE'S JUST THE GREATEST GUY IN THE WORLD! AND YOU'LL **ALL** ADMIT IT SOME DAY! JUST WAIT 'N SEE!

AND, WHILE FLASH THOMPSON LOYALLY DEFENDS HIS TEEN-AGE IDOL, PETER PARKER BREATHLESSLY APPROACHES THE HOSPITAL...

JUST A LITTLE BIT FURTHER!

THROWING CAUTION TO THE WINDS, HE USES HIS WEB TO SWING TO THE GROUND, EVEN THOUGH HE'S NOT IN COSTUME...

I DON'T CARE **WHO** SEES ME! I'VE GOT TO REACH AUNT MAY!

BUT, LUCKILY, THE STREET IS DESERTED AT THAT MOMENT...



AND, NOT LONG AFTERWARDS...

YOUR AUNT IS A VERY SICK WOMAN, PETER! BUT, NOW THAT YOU'RE HERE, SHE SEEMS TO HAVE MORE WILL TO LIVE!

STOP THE PRESSES! MR. JAMESON IS PUTTING OUT A SPIDER-MAN EXPOSE EXTRA!

SLOWLY, THE LONG, LONELY HOURS DRAG BY, AS PETER PARKER KEEPS HIS VIGIL, UNTIL...

POOR AUNT MAY! ALL SHE EVER WANTED WAS THE BEST FOR ME! AND I NEVER SPENT ENOUGH TIME WITH HER... OR TRIED TO DO ENOUGH FOR HER!

GEN'D. WARD.

THE CRISIS IS OVER, SON! YOU MAY SEE YOUR AUNT NOW!

PETER... DEAR, DEAR PETER...

DON'T TALK, AUNT MAY! YOU'VE GOT TO REST... GAIN YOUR STRENGTH BACK! DON'T WORRY ABOUT ANYTHING... JUST GET WELL! YOU'VE GOT TO GET WELL!

FINALLY, WHEN VISITING HOURS HAVE ENDED AND PETER WEARILY WALKS HOME, HE HEARS...

HOW ABOUT THAT? THE BUGLE CALLS SPIDER-MAN A COWARD! ... RIGHT ON THE FRONT PAGE!

MY SON WAS AT THAT FAN CLUB MEETING! HE SAID SPIDER-MAN RAN OFF LIKE A SCARED RABBIT!

SURE! HE'S PROBABLY NOTHING BUT A PHONY! IT SHOWS WHAT A BIG PUBLICITY BUILD-UP WILL DO FOR A GUY!

IT LOOKS LIKE I'VE BECOME "PUBLIC HEEL #1" PRACTICALLY OVERNIGHT!

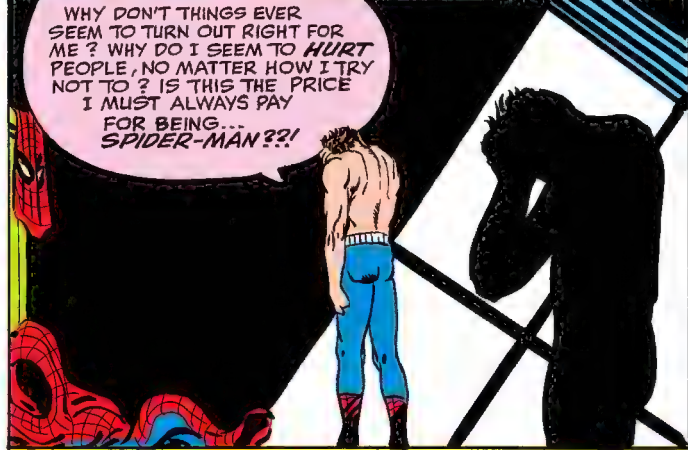
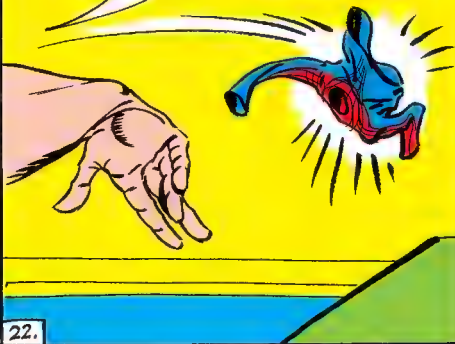
BETTY IS HURT BECAUSE SHE THINKS I WENT TO THE CLUB WITH LIZ INSTEAD OF HER!

EVERYONE THINKS I'M YELLOW, AND I'VE PROBABLY LOST ANY FANS I MIGHT HAVE HAD!

ON TOP OF ALL THAT, THE GREEN GOBLIN IS FREE AGAIN, AND MAY STRIKE AT ANY TIME!

AND THE ONE PERSON WHO'S BEEN KINDER TO ME THAN ANYONE ELSE IN MY WHOLE LIFE IS IN THE HOSPITAL NOW, AND THERE'S NOTHING I CAN DO TO HELP HER!

A LOT OF GOOD IT DOES ME TO BE SPIDER-MAN! SOMETIMES I WISH I HAD NEVER HEARD THAT NAME!



WHY DON'T THINGS EVER SEEM TO TURN OUT RIGHT FOR ME? WHY DO I SEEM TO HURT PEOPLE, NO MATTER HOW I TRY NOT TO? IS THIS THE PRICE I MUST ALWAYS PAY FOR BEING... SPIDER-MAN??!

AND SO WE TAKE OUR LEAVE OF THE WORLD'S MOST HUMAN, MOST MISUNDERSTOOD SUPER-HERO! BUT, IF YOU THINK HIS LIFE IS COMPLICATED NOW, JUST WAIT TILL YOU SEE THE HAND THAT A CAPRICIOUS FATE DEALS HIM NEXT ISSUE! WE PROMISE YOU A TALE YOU WILL NOT SOON FORGET!





# SPIDER'S WEB

Please address  
your letters to:  
**THE SPIDER'S WEB**  
Third Floor  
655 Madison Ave.  
New York 21, N. Y.

Dear Stan and Steve,

SPIDER-MAN #14 was just plain great—the only trouble was the Green Goblin. I'm glad you didn't give him a great deal of gadgets like some other comic villains, but that "flying broomstick" was too much.

Larry Schenker, 502 E. Indian Spring Dr.  
Silver Spring, Md.

**Some help you are, Larry! Too much what?**

Dear Stan and Steve,

On the cover of SPIDER-MAN #14 it states that the Green Goblin is the most sinister, most dangerous foe Spidey's ever fought. Well, you certainly couldn't prove it by the story inside. In my opinion he doesn't have enough gimmicks. I mean stun grenades, a flying broomstick and spark-shooting fingers aren't exactly world-startling. I have faith in you though and I think the more the Goblin appears in future issues the better he'll become.

Gary Rafferty, 19 120 St.

Troy, N. Y.

**And Larry claims we use too many gimmicks! Okay, web-spinners, let's hear it! More gimmicks, or less? We might as well let you fight it out!**

Dear Stan and Steve,

I have no doubts that you will receive a countless number of rave letters dealing with SPIDER-MAN #14, this being one. Although the story did not have an intricate plot, it did present a very good idea which set the stage and started the ball rolling for action, an integral part of a comic book. B. J. Cosmos mentions getting a Beatle to play the roll of Spider-Man. I feel that a Beatle would have been better in the role of the Hulk. Examine the two mops which each contends to be hair and you'll get the idea. Now, action: This of course is the bright spot of the story. My favorites in action panels are: p. 5, panel 1; p. 15, panel 3; panel 5 of same page; and p. 17, panel 3. I also enjoyed p. 20, panel 6 but I always get a kick out of these sort of panels. Who the heck are the kooks who knock Mr. Ditko?? As far as I'm concerned, Steve's the best pencil and ink pusher you've got. Character development: All I'll say is "Great, as usual." Those of us who do read the letters column have witnessed a fan by the name of Paul Gambaccini write a series of letters that were downright insulting in the earlier issues and that slowly softened up (as your mags improved) until recently he said simply, "All right, you've got me", meaning of course, over your "competitors". This has been and is being echoed all over fandom. Many saw the light sooner than Paul, a few after him, and sadly, there are some that still haven't seen the light of Marvel brilliance that clearly marks you from the rest.

Douglas Moench, 3838 N. Claremont  
Chicago, Ill.

**It's lucky we're so extremely modest or your praise might go to our pointy little heads! Many thanks, Doug!**

Dear Stan and Steve,

Other super-heroes can control certain species of animals and insects so why can't Spider-Man have mental control over all species of spiders? It would help him since he wins every battle by a hair. In #11 Spider-Man thought about revealing his identity to Betty Brant. I disagree. Why should he tell his identity to some stupid dame? I read all your comics and your covers and artwork are superb.

Richard May, 363 Pritchard Ave.  
Winnipeg 4, Manitoba, Canada

**Okay, okay, Dick, so he won't tell her. But, did you think how silly it might look to see a guy sitting somewhere and having a conversation with a spider?**

Dear Stan and Steve,

In issue #14 of SPIDER-MAN Jerry Murrell writes that you should have J.J.J. be saved by Spider-Man and that this would make J.J.J. feel more friendly to Spider-Man. Well, I disagree. I feel that this would make J.J.J. feel more embittered to Spider-Man for having to be grateful to a person he dislikes intensely. What I think is that J.J.J. should save Spider-Man's life. This would make J.J.J. feel that Spider-Man, like other people, is capable of mistakes. Actually J.J.J. is—or would be—a fine person if he'd only try.

David Bradley, Box 1069  
Berkeley, Cal.

**WE might agree with you, Dave—but don't tell it to Spidey!**

Dear Stan and Steve,

SPIDER-MAN #14 was the best Spider-Man I have ever read. But what do you mean by having the Hulk as a guest star? If you ask me he is just as bad as the Enforcers. But the corniest part of the cover was, "... does the Green Goblin look cute to you? Does he make you want to smile?" How corny can you get? I can think of a lot less corny things about the Green Goblin. I like the idea of Spider-Man having a battle in a cave—it was really different.

Walter Taylor, 919 Grant St.  
Ypsilanti, Mich.

**Heck, Wally—everyone knows we're cornballs! We admit it!**

Dear Stan and Steve,

Ever since you came out with your SPIDER-MAN comic I have been reading every issue of it. Right now I am stationed in Turkey and it is really hard trying to keep a collection of your magazine on account of the fact that everyone wants to read it. I have never been so thrilled with a comic book. What you ought to start selling are Spider-Man badges so that people who read your book can be distinguished from the "just plain reader." I think that they would sell like wildfire. Keep up the good work—Spider-Man is the greatest!

A2C Richard Farrell, TUSLOG Det. 16  
APO 289, New York, N. Y.

**But you know our ever-lovin' fans, flyboy! If we ever made any Spidey badges, we'd get a million letters telling us about all the mistakes on them, and how the pins are too short, or too long!**

Dear Stan and Steve,

You've done it now. You've come up with a great new villain, a few old ones and then tossed in a guest star to top it off. I am of course referring to #14. The two things that made this ish great were the appearance of the Hulk and the fact that you did not reveal the villain's identity. Surely you can't top this issue!

Morris Smart, 123 Mt. Shasta  
Dallas, Texas

**Mebbe not, Morrie—but we're sure gonna try!**

Dear Stan and Steve,

With the fourteenth issue of SPIDER-MAN you really topped yourselves. Never before in comic history has there been a super-villain as realistic, weird, different, and as great as the Green Goblin! The name fits the character to a tee. Steve Ditko draws him as though there were a real goblin to model for him—you wouldn't be

**CONTINUED**



kidding us fans, would you? I mean, there really isn't a Spider-Man and a Green Goblin, is there?? Your story was superb. The way you kept the Goblin incognito was great. But I think I know who he really is. Remember little ol' Frederick Foswell, the original leader of the Enforcers? Yep, I'd be willing to bet that the Green Goblin is really good ol' Fred up to his tricks again. Actually it's stories like this last issue's that make Spider-Man the sensation he is! Bill Dubay, 58A Chenery St. San Francisco, Calif.

**It's another thing too, Bill—it's fans like you!**

Dear Stan and Steve,

My teacher asked me to bring a Marvel comic to school for him to see. He said he had never read one before. Boy! But I decided to take him SPIDER-MAN. I thought it would be good because of J. Jonah Jameson's part.

Patricia Jones, 249 W. Main  
Gardner, Kansas

**But, for goodness sake, Pat—what did your teacher say???**



Dear Stan and Steve,

When I bought my first Spider mag I was in my middle teens and my interest in comics was waning fast. Today I have just finished reading SPIDER-MAN #14 and have all the issues in between. I'm now a real nut over your mags! Every month I traipse down to the drug-store and come out with about seven or eight Marvel mags. I want to thank you guys for issue #14. It even surpassed the two superb preceding issues. Never has your art been so good, Steve. And never was there so much action packed into one plot, Stan, or so much drama. And what's this about you being a 'poor man's Shakespeare'? A rich man should have it so good! The Green Goblin is a terrific new villain. I have a hunch he's the other half of ol' Doc Doom's split-personality. I know a lot of work goes into producing your magazines, so hats off to all the Marry Marvel Madmen and I hope that this letter makes a small portion of it worthwhile.

Keith McWalter, 2674 Lindenwood Dr.  
Bridgeville, Pa.

**You made us feel so expansive, Keith, that your letter makes all of it seem worthwhile!**

Dear Stan and Steve,

The art in SPIDER-MAN is terrific and I have no complaints about the other phases of Steve's art—the exception being girls' faces. Don't change Steve from Spider-Man whatever you do. Having seen all of your super-hero staff of artists draw him, (I haven't seen him illoed in MILLIE THE MODEL!) I feel qualified to say that nobody does him like Steve! Fans have written in complaining about the way Steve draws feet. I would just like to say that I personally see nothing wrong with Spidey's feet. Sure, they're a little long maybe, but so are mine (size 12 on a six footer!) Teenagars are more apt to have feet that are out of proportion to their bodies than one might think. Keep up the good work—you're marvel-ous to me!

Neil Gould, 3774 E. 151 St.  
Cleveland 28, Ohio

**We thank you, and each one of Stevey's eleven little curly toes thanks you, too!**

Dear Stan and Steve,

I got to wondering who the Green Goblin was and I think he is the Vulture in disguise. My favorite guy is the Hulk: He reminds me of my English teacher. No offense to you guys—you should see our English teacher—a woman yet!

Jerry McCall, RR #3, Box 16  
Brookville, Ohio

**Never mind us! Maybe the Hulk should see her!**

Dear Stan and Steve,

I think Spider-Man is the best since the Fantastic Four. My friend says that someday you will quit publishing Spider-Man and all other Marvel Group comic books because you will get old and it's a small organization. But I siad that you had other good artists that could draw Spider-Man and others. Am I correct?

Rudy Rankins, 6630 Crosswell St.  
Houston 17, Tex.

**Sure we have other good artists! We keep threatening Steve with them all the time! But he just sits in his web and laughs!**

### **SPECIAL ANNOUNCEMENTS SECTION:**

—Let's not waste a minute! If you haven't bought your SPIDER-MAN ANNUAL yet, don't even finish this column! You haven't time! They're selling like webcakes! So rush to your newsstand—and, if you're too late, don't blame us—we've been reminding you for weeks! We won't rub it in by describing all the great stories and features, but we just HAVE to mention the little 3-pager telling how Stan and Steve create Spidey! It's probably the funniest thing you'll see all year!

—And don't forget the ORIGIN of ol' webhead in MARVEL TALES ANNUAL which is also probably selling out right now! It contains the origins of five OTHER merry Marvel heroes as well! And wait'll you see the photos of most of our swingin' staff—a regular rogues' gallery if there ever was one!

—Naturally, every mixed-up Marvel fan waits all year for the most talked-about annual of all—and we hope you've gotten yours already—because the FANTASTIC FOUR ANNUAL #2 is now racing neck 'n neck with Spidey in the battle of the sell-outs! And no wonder! It's a special Doctor Doom ish—containing his never-before-revealed ORIGIN, as well as an epic-length thriller featuring his final "victory"!

—And don't tell us we brag too much! Actually, we're holding ourselves back! You should hear how we'd describe those annuals if we wanted to BOAST!

—Okay, now for other biz: You asked for it—so you're GETTING it! Ol' glamor pants himself, CAPTAIN AMERICA, will appear regularly in IRON MAN, beginning with ish #59! And, just for a warm-up, you'll see him battling shell-head in IRON MAN #58 which is on sale now!

—Just a few more notes: FANTASTIC FOUR #31 features the mysterious Mole Man, and introduces an unexpected surprise character who'll be very important in the lives of the Human Torch and the Invisible Girl! TALES TO ASTONISH #60 begins the great new Hulk series, produced by Stan and Dick! And STRANGE TALES #125 has the Sub-Mariner battling the Torch and the Thing!

—A great new artist to note is demon draftsman Dick Rockwell, another ex-Marvel alumnus who's trying his hand at Giant-Man in TALES TO ASTONISH #61! Dazzling Dick has style he hasn't USED yet—wait 'n see!

—As for ol' Spidey, next ish is gonna be real different! The whole plot was dreamed up by Sunny Steve and it was just nutty enough for Stan to okay it! You'll see Spider-Man acting differently than ever before! 'Nuff said!

—Yessir, things are really perkin' here in the bullpen! Sorry we haven't room to tell you more—but this we CAN say—we're really flying high these days—and it's all because of YOU, and your wonderful support! We love ya all, and promise to keep knocking ourselves out to give you the greatest mags we can! Lookin' forward to seeing you next ish—so, till then, FACE FRONT!





MARVEL  
COMICS  
GROUP 12¢

# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

18  
NOV.

IND.

ONLY MIGHTY MARVEL  
WOULD DARE TO ATTEMPT  
SUCH A TALE!

## "THE END OF SPIDER-MAN!"

THE STORY YOU NEVER  
EXPECTED TO READ!!

WHY DOES SPIDEY CRINGE IN  
HELPLESS FEAR AS THE EVIL  
**SANDMAN**  
STALKS THE CITY'S STREETS?

BE PREPARED FOR COUNTLESS  
SURPRISES IN THIS GREAT,  
DRAMATIC, OFF-BEAT ISSUE!



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# "The END of SPIDER-MAN!"

SPECIAL  
EXTRA

**SPIDER-MAN  
A COWARD!  
FLEES IN TERROR!**

By J. Jonah Jameson,  
Publisher

FORGET EVERYTHING YOU'VE EVER  
READ ABOUT SPIDEY BEFORE!!  
FORGET EVERY SUPER-HERO  
THRILLER YOU'VE EVER SEEN!!  
THROW AWAY ALL YOUR PRE-  
CONCEIVED IDEAS OF WHAT A  
FULL LENGTH MAGAZINE DRAMA  
SHOULD BE LIKE!  
**THIS ONE IS DIFFERENT!**  
**THIS ONE IS A SENSATION!**  
**THIS ONE IS JUST FOR YOU!**

NO ONE WILL EVER LAUGH  
AT J. JONAH JAMESON AGAIN!  
I TOLD THEM SPIDER-MAN  
WAS A HEEL ... A COWARDLY  
QUITTER ... AND NOW, SINCE  
HE RAN AWAY FROM THE  
GREEN GOBLIN\*, THE WORLD  
KNOWS I'M RIGHT!

\* SEE SPIDER-MAN #17  
"THE RETURN OF THE  
GREEN GOBLIN!" ...EDITOR.

WRITTEN BY:  
**STAN LEE**  
AUTHOR OF "THE FANTASTIC FOUR"

ILLUSTRATED BY:  
**STEVE DITKO**  
ILLUSTRATOR OF "DR. STRANGE"

LETTERED BY:  
**SAM ROSEN**  
LETTERER OF..."PATSY WALKER"!!!



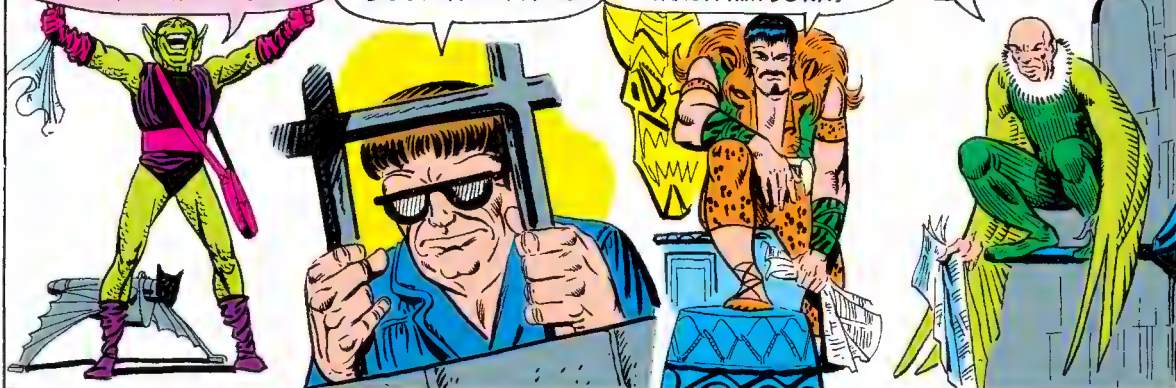
A SHORT TIME AGO, SPIDER-MAN SEEMED TO SUFFER HIS GREATEST DEFEAT AT THE HANDS OF THE MYSTERIOUS **GREEN GOBLIN**! AND NOW, LET US OBSERVE THE REACTIONS OF VARIOUS FAMILIAR CHARACTERS TO THAT UNEXPECTED OCCURRENCE...

I'M THE **FIRST ONE** TO MAKE SPIDER-MAN RUN AWAY LIKE A WHIPPED DOG! NOW, AT LAST, THE **GREEN GOBLIN** WILL BE WORLD-FAMOUS!

IF ONLY I COULD HAVE BEEN THE ONE TO DEFEAT HIM! THE VICTORY **SHOULD** HAVE BELONGED TO **DOCTOR OCTOPUS**!

EVEN THOUGH HE **LOST**, SPIDER-MAN IS STILL AT LARGE! THAT MEANS **KRAVEN THE HUNTER** MIGHT **STILL** BE ABLE TO TRACK HIM DOWN!

HOW COULD THE **GREEN GOBLIN** BEAT HIM WHEN I, **THE VULTURE**, COULDN'T ?? I STILL CAN'T BELIEVE IT!



WHAT'RE YOU LOOKIN' SO **GLOOMY** ABOUT, HOTHEAD? I THOUGHT THAT WEBHEAD WAS NUMBER ONE ON YOUR HATE PARADE!

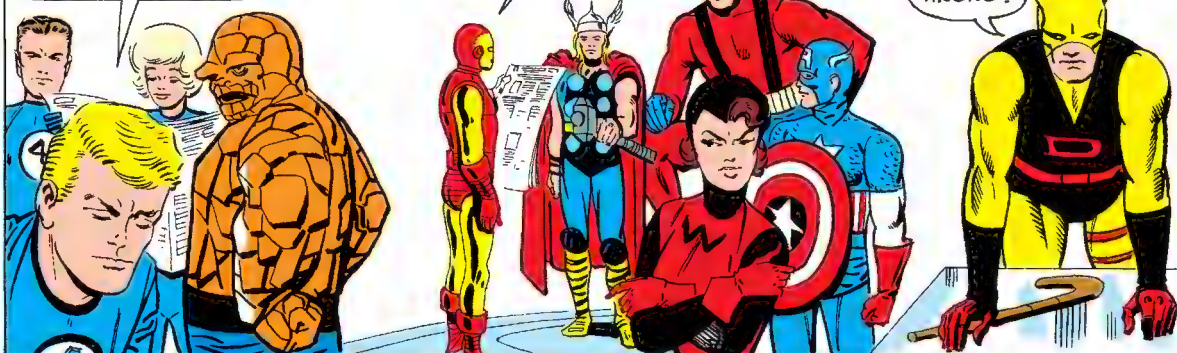
SURE, BEN, WE WERE ALWAYS FEUDIN'... BUT I STILL HAD A LOT OF **RESPECT** FOR SPIDEY! IF I HADN'T SEEN HIM RUN AWAY WITH MY OWN EYES....!

TOO BAD ABOUT SPIDER-MAN! IT SORT OF PUTS **ALL** COSTUMED CRIME-FIGHTERS IN A BAD LIGHT!

IT APPEARS HIS COURAGE DID NOT MATCH HIS POWER!

WASPS AND SPIDERS ARE NATURAL ENEMIES... SO I CAN'T HONESTLY SAY I'M SORRY FOR HIM!

WHEN LAST I MET SPIDER-MAN, MY INSTINCTS TOLD ME HE WAS A VALIANT FIGHTER! HOW COULD THE SUPER-SHARP SENSES OF **DAREDEVIL** HAVE BEEN SO WRONG?



EVEN WITH THE AVERAGE MAN IN THE STREET, SPIDER-MAN'S BATTLE AGAINST THE **GREEN GOBLIN** IS THE NUMBER ONE TOPIC...

I **STILL** DON'T SEE WHY HE RAN AWAY! IT LOOKED TO ME LIKE SPIDEY WAS **WINNING**!

J. JONAH JAMESON WAS **RIGHT** ALL THE TIME! SPIDER-MAN WAS JUST A **COWARD**... LIKE **ALL** BULLIES!

APPARENTLY JAMESON WAS **SMARTER** THAN WE **THOUGHT**!



AND, THE **GLOATING** PUBLISHER OF THE **DAILY BUGLE** MISSES NO TRICKS IN PUBLICIZING HIS TRIUMPH...

NOW THAT THE DECENT PEOPLE OF OUR CITY HAVE GOTTEN WISE TO SPIDER-MAN, HE HASN'T BEEN SEEN FOR WEEKS! AT LAST WE'RE **RID** OF THAT MASKED MENACE!

AND REMEMBER, THE **DAILY BUGLE** WAS THE **FIRST** TO EXPOSE HIM AS A DANGEROUS FRAUD!

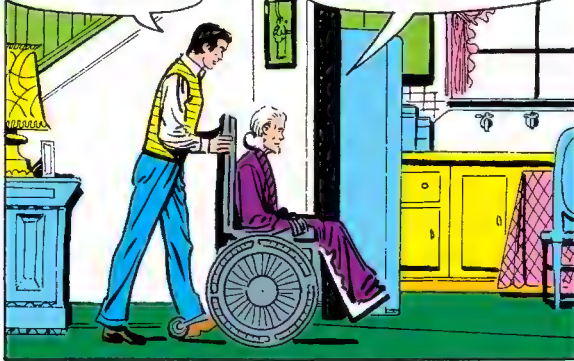




YES, ALMOST THE ENTIRE CIVILIZED WORLD WONDERS WHAT HAS HAPPENED TO THE AMAZING SPIDER-MAN! BUT, HOW SURPRISED THEY ALL WOULD BE IF THEY COULD SEE HIM AT THIS VERY MOMENT...

YOU SHOULDN'T HAVE GOTTEN OUT OF BED, AUNT MAY! THE DOCTOR SAID YOU NEED LOTS OF REST AFTER YOUR OPERATION!

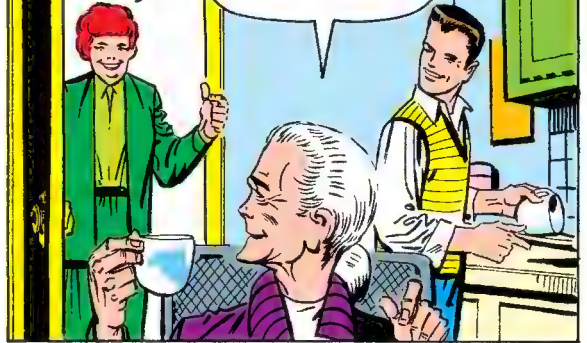
BUT I WANTED TO MAKE SURE YOU EAT A GOOD BREAKFAST BEFORE YOU GO TO SCHOOL, PETER!



GOSH, IF ONLY YOU'D STOP WORRYING ABOUT ME SO! ANYWAY, YOU KNOW MRS. WATKINS WILL BE HERE TO HELP YOU OUT AND... OH! HERE SHE IS NOW!

OFF TO SCHOOL WITH YOU NOW, PETER! I'LL DO THE DISHES! WELL, DON'T YOU LOOK IMPROVED, MAY!

THANK YOU, ANNA! IT'S SO NICE OF YOU TO COME OVER!



NOW REMEMBER... TAKE YOUR MEDICINE EVERY FOUR HOURS... HAVE A NAP AT NOON, LIKE THE DOCTOR SAID... AND DON'T TIRE YOURSELF OUT!

I'LL BE ALL RIGHT, DEAR! TAKE CARE OF YOURSELF... REMEMBER, YOU'RE STILL A GROWING BOY!



LATER, AT SCHOOL...

MAY, BUT WE'RE ALMOST OUT OF MONEY! AND SHE STILL NEEDS SO MUCH MEDICINE... I CAN'T FAIL HER AFTER EVERYTHING SHE'S DONE FOR ME! THE DOCTOR DOESN'T WANT HER TO KNOW HOW ILL SHE REALLY IS!



THEN AT THE END OF THE SCHOOL DAY...

I NEVER SAW PUNY PARKER RUN SO FAST!

I'VE GOT TO MAKE SURE AUNT MAY'S ALL RIGHT!

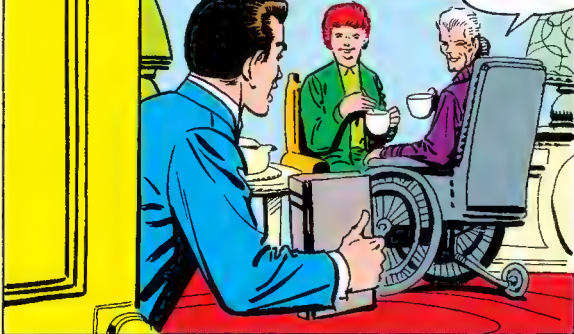
HE PROBABLY HEARD OF A BIG SALE ON TEXT-BOOKS SOMEWHERE!



I'M HOME, AUNT MAY!! ARE YOU FEELING ALL RIGHT... OH! YOU'RE STILL HERE, MRS. WATKINS?!

YES, PETER! YOUR AUNT FELT A BIT DIZZY, SO I THOUGHT I'D STAY A WHILE LONGER!

NOW DON'T WORRY THE BOY, ANNA! I'M PERFECTLY FINE! BUT YOU LOOK A BIT PEAKED TO ME, DEAR! HAVE YOU BEEN STUDYING TOO HARD?



LATER, AFTER MRS. WATKINS HAS GONE HOME...

WE'RE ALMOST OUT OF MEDICINE AGAIN! I'VE JUST GOT TO GET SOME MONEY SOMEWHERE!

OKAY, AUNT MAY, TIME FOR YOUR MEDICINE AND THEN YOU'VE GOT TO GO TO BED!

VERY WELL, PETER! I AM FEELING RATHER TIRED! YOU MAY SHUT THE T.V. OFF NOW!





YES, *THAT'S* WHY SPIDER-MAN HASN'T BEEN HEARD FROM LATELY! IT'S IMPOSSIBLE TO LOOK AFTER A SICK AUNT WHO IS RECOVERING FROM A SERIOUS OPERATION, AND STILL SPEND TIME SWINGING THROUGH THE CITY IN SEARCH OF ADVENTURE! BUT, THERE ARE STILL *SOME* WHO HAVEN'T FORGOTTEN SPIDEY...

BOY! OLD J. JONAH REALLY IS FLYING THESE DAYS!

ily Bugle  
**READ**  
J. JONAH JAMESON'S EXPOSE OF "THE SPIDER-MAN MYTH!"

AND, PROBABLY THE LAST TRUE FAN THAT SPIDEY HAS LEFT IS FLASH THOMPSON, THE ARCH-RIVAL OF PETER PARKER...

I TELL YOU, IF SPIDEY RAN AWAY FROM THE GREEN GOBLIN, HE HAD A GOOD REASON!

SURE HE DID! HE'S A PROFESSIONAL COWARD!

SAY THAT AGAIN AND I'LL PASTE YOU ONE!

SKIP IT, FLASH! THAT WEB-HEAD ISN'T WORTH FIGHTIN' ABOUT!

JUST WATCH WHAT YOU SAY ABOUT HIM FROM NOW ON!

OH, HELLO, PETER! HOW IS YOUR AUNT?

A LITTLE BETTER, I GUESS, LIZ! BOY, FLASH SURE IS LOYAL TO SPIDER-MAN, ISN'T HE?

YES! HE SEEMS TO LIKE *HIM* AS MUCH AS HE *DISLIKES* YOU!

BY THE WAY, THERE'S A NEW PETER SELLERS MOVIE AT THE DRIVE-IN TONIGHT THAT I'VE BEEN DYING TO SEE!

REALLY? I'D LIKE TO SEE IT, TOO! BUT I, EH, HAVE SOMETHING TO DO LATER ON...

LIZ REALLY ISN'T A BAD KID, ALTHOUGH I PREFER BETTY BRANT... BUT I CAN'T THINK ABOUT *GIRLS* NOW! I'VE GOT AN IDEA HOW TO EARN SOME MONEY *FAST*!

AND SO, AFTER SCHOOL, A DRAMATIC, COSTUMED FIGURE SWINGS DARINGLY TOWARDS A MIDTOWN OFFICE BUILDING...

THIS IS THE PLACE!

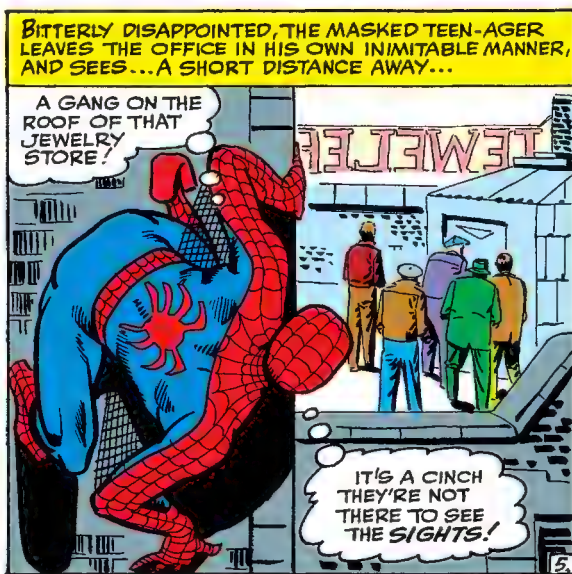
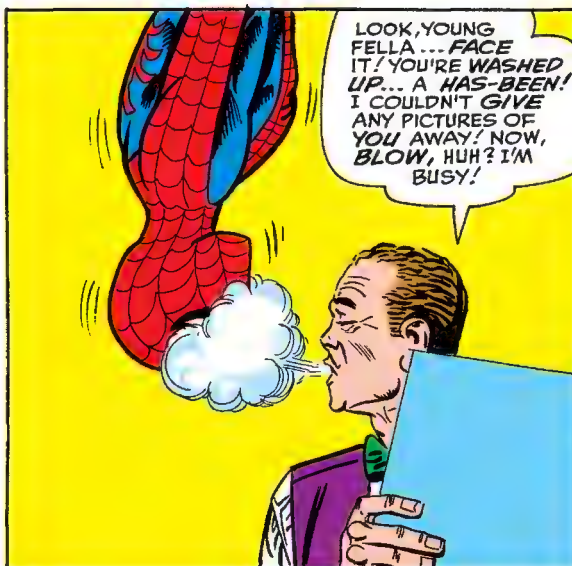
ACE PICTURE CO.

ARE YOU THE ONES WHO MAKE THOSE KIDS' TRADING CARDS WITH PICTURES OF SPORTS STARS AND ACTORS ON THEM??

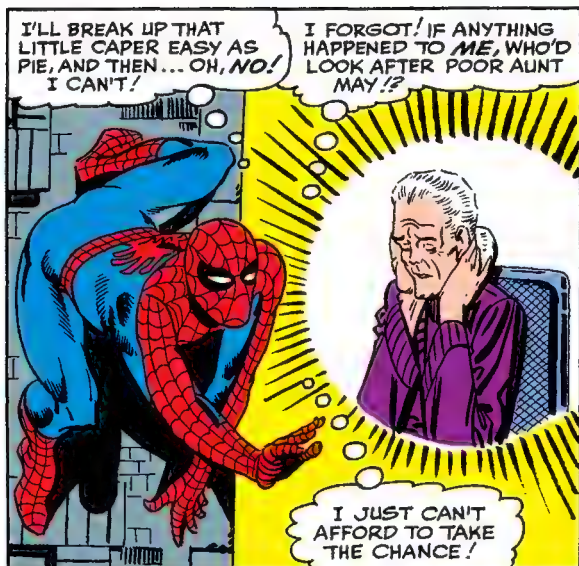
YEAH, WHO WANTS TO KNOW?

OH... SPIDER-MAN!









I'LL BREAK UP THAT LITTLE CAPER EASY AS PIE, AND THEN... OH, NO! I CAN'T!

I FORGOT! IF ANYTHING HAPPENED TO ME, WHO'D LOOK AFTER POOR AUNT MAY?!

I JUST CAN'T AFFORD TO TAKE THE CHANCE!



AND THEN, SPIDER-MAN DOES A MOST UNUSUAL THING... HE TURNS AND RUNS AWAY FROM THE FURTIVE WOULD-BE JEWEL THIEVES...

THIS MAY NOT BE IN THE BEST SUPER-HERO TRADITION, BUT I HAVEN'T ANY CHOICE!

ANYWAY, I'M GLAD I HAVE SOME CHANGE WITH ME!



SECONDS LATER...

HELLO, POLICE? I'D LIKE TO REPORT A CRIME! SOME MEN ARE TRYING TO BREAK INTO A JEWELRY STORE AT THE CORNER OF FORTY-SEVENTH STREET...



AND THEN...

NO, I'D RATHER NOT MENTION MY NAME! I'M JUST A PRIVATE CITIZEN, TRYING TO DO HIS DUTY! THAT'S OKAY... YOU'RE WELCOME!



WELL, IT'S NOT THE WAY THE HUMAN TORCH WOULD HAVE HANDLED IT, BUT AT LEAST I'LL BE ABLE TO GET RIGHT HOME AND SEE IF AUNT MAY NEEDS ME NOW!



MINUTES LATER...

DOC! WHAT ARE YOU DOING HERE? IS... IS ANYTHING WRONG?? WHERE'S AUNT MAY...??

IT'S ALL RIGHT, PETER! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN! YOUR AUNT SEEMS TO BE HOLDING HER OWN! BUT YOU'D BETTER TRY TO TAKE IT EASY, SON!

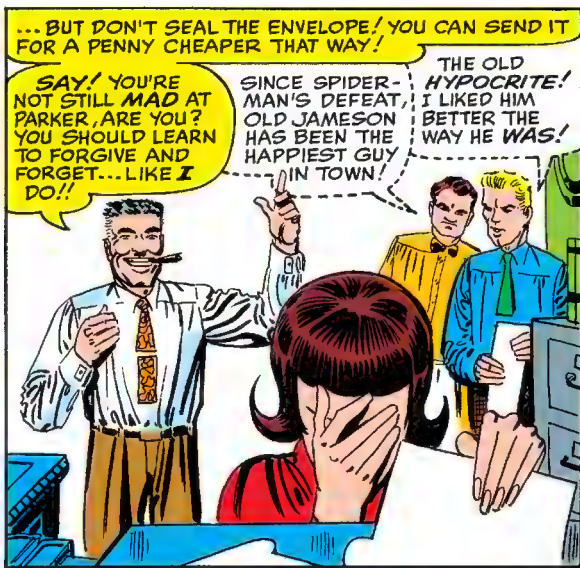
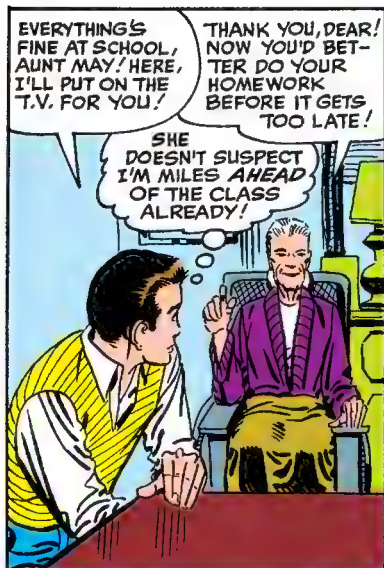


JUST SEE THAT SHE KEEPS TAKING HER MEDICINE... AND I'LL COME BY AGAIN TOMORROW!

I CAN'T TELL HIM THAT I'M SO JITTERY BECAUSE I'M WORRIED ABOUT PAYING FOR ALL THAT MEDICINE! OUR SAVINGS BANK ACCOUNT IS ALMOST EMPTY!

I'M GLAD YOU'RE HOME EARLY, DEAR! HOW WAS SCHOOL TODAY?





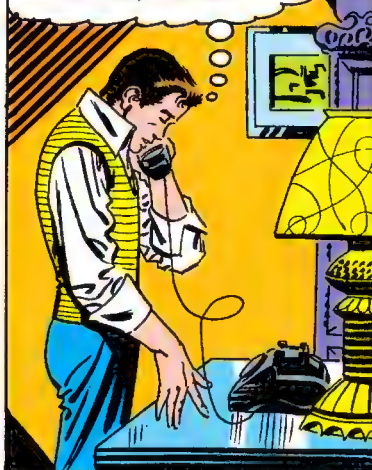


AND, AS THE LONG HOURS TICK BY...

SHE'S RESTING NOW! POOR AUNT MAY... SHE'S DONE SO MUCH FOR ME! BROUGHT ME UP LIKE I WAS HER OWN SON! I CAN'T FAIL HER NOW WHEN SHE NEEDS ME! I'VE GOT TO TAKE CARE OF HER TILL SHE'S WELL AGAIN!



BUT IT GETS SO LONELY SOMETIMES! IF ONLY BETTY WEREN'T MAD AT ME! I'LL CALL HER AGAIN...

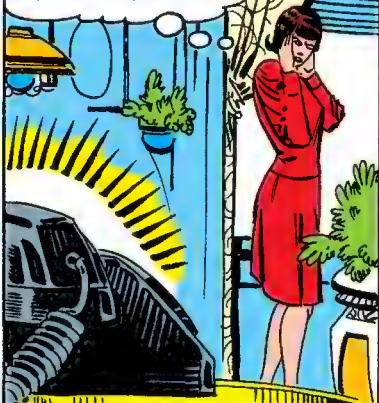


NO ANSWER! CAN SHE BE OUT WITH ANOTHER FELLA ?? OR IS SHE NOT ANSWERING BECAUSE SHE SUSPECTS IT'S ME ??



ALTHOUGH HE CANNOT BE SURE OF IT, PETER'S SECOND GUESS IS THE CORRECT ONE ...

IT MUST BE PETE! I KNOW IT! BUT I DON'T TRUST MYSELF TO SPEAK TO HIM!



I MIGHT LISTEN TO MY HEART... AND MAKE UP WITH HIM, AS I'M LONGING TO! BUT I MUSTN'T! I SIMPLY COULDN'T BEAR TO BE HURT AGAIN!

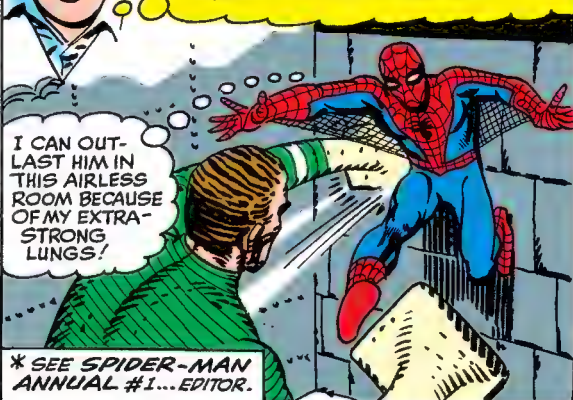


THEN, AS THE DEJECTED TEEN-AGER SITS MOROSELY IN HIS LONELY ROOM, HIS THOUGHTS BEGIN TO WANDER ... BACK TO THE RECENT PAST ...

I WONDER HOW BETTY WOULD FEEL IF SHE KNEW I WAS SPIDER-MAN! I'M THE ONE WHO'S RISKED HIS LIFE SO OFTEN TO SAVE HER...



IT WASN'T LONG AGO THAT I DEFIED SOME OF MY MOST DANGEROUS ENEMIES IN ORDER TO RESCUE BETTY AND AUNT MAY! I REMEMBER HOW THE SANDMAN ALMOST BEAT ME ... HE MIGHT HAVE, IF I HADN'T BEEN ABLE TO HOLD MY BREATH LONGER THAN HE! \*



I CAN OUT-LAST HIM IN THIS AIRLESS ROOM BECAUSE OF MY EXTRA-STRONG LUNGS!

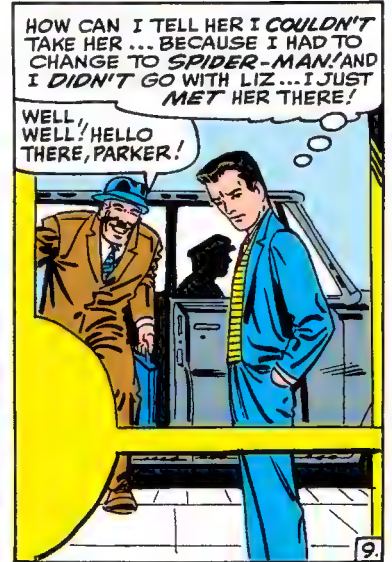
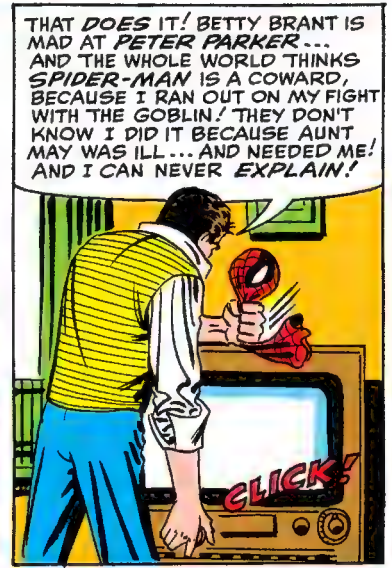
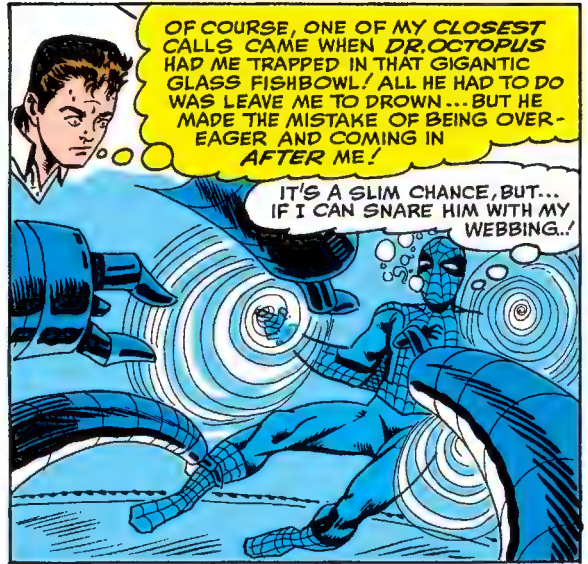
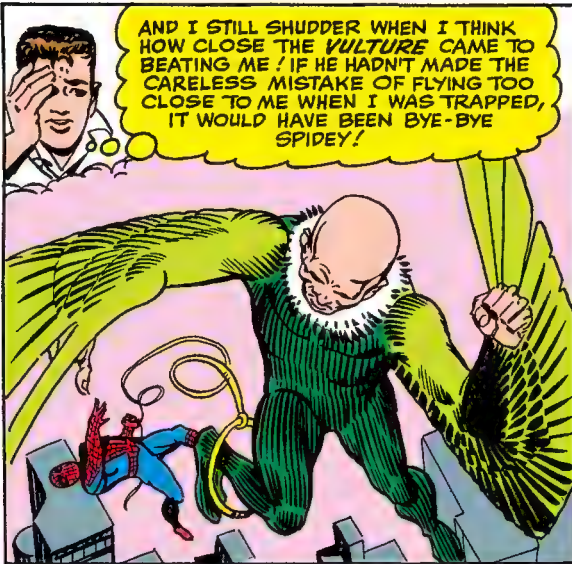
\* SEE SPIDER-MAN ANNUAL #1... EDITOR.

THEN, THERE WAS THE TIME KRAVEN THE HUNTER HAD ME TRAPPED! IF I HADN'T BEEN ABLE TO OUT-RUN HIM, THERE'S NO TELLING WHAT MIGHT HAVE HAPPENED! HE SURE WAS A POWERFUL ENEMY!

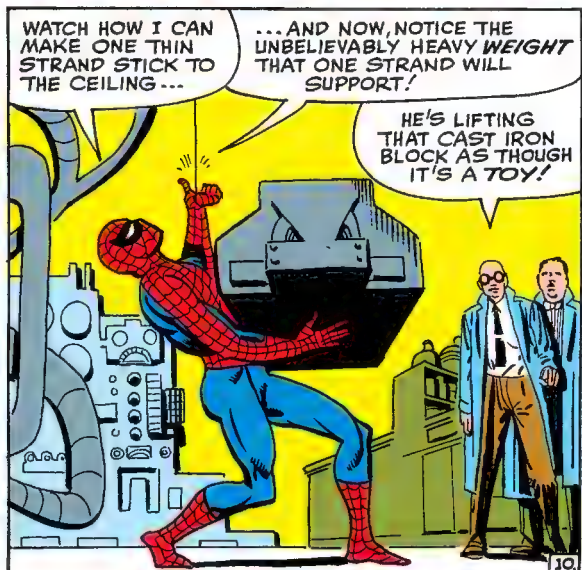
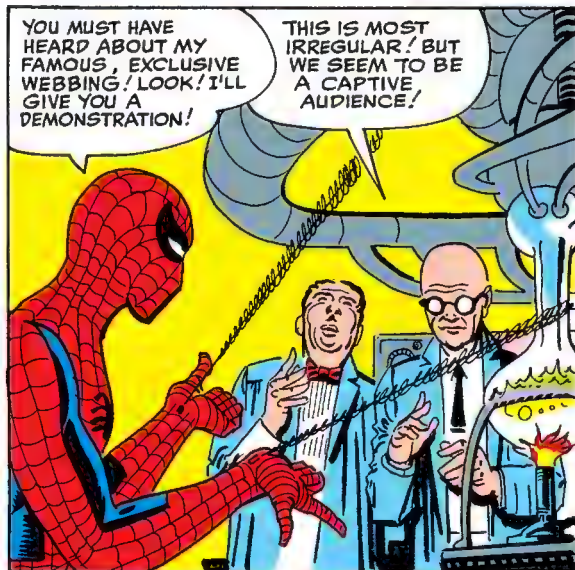
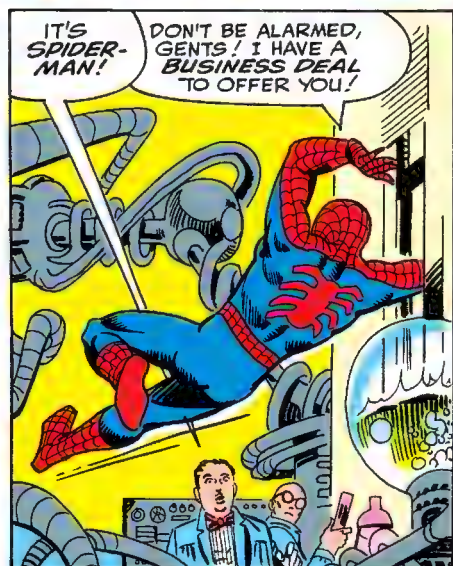
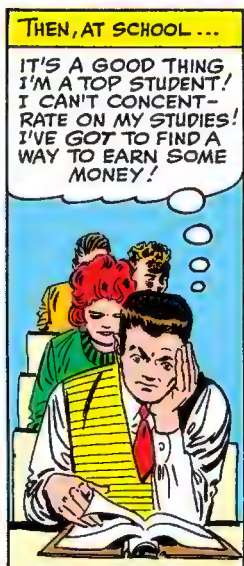


SPIDER-MAN, IF I EVER GET MY HANDS ON YOU...!

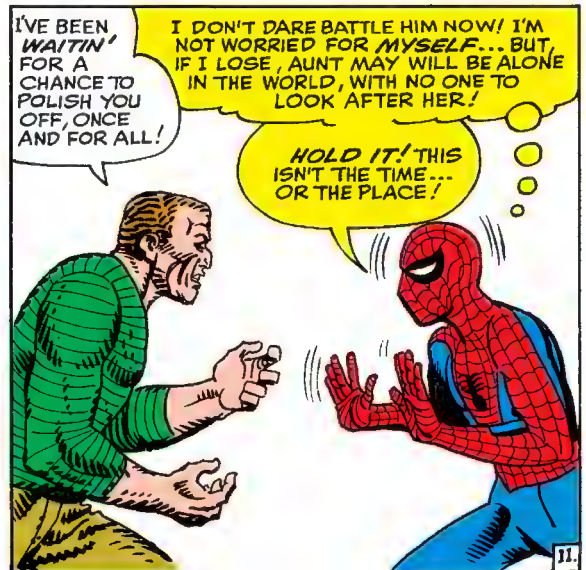
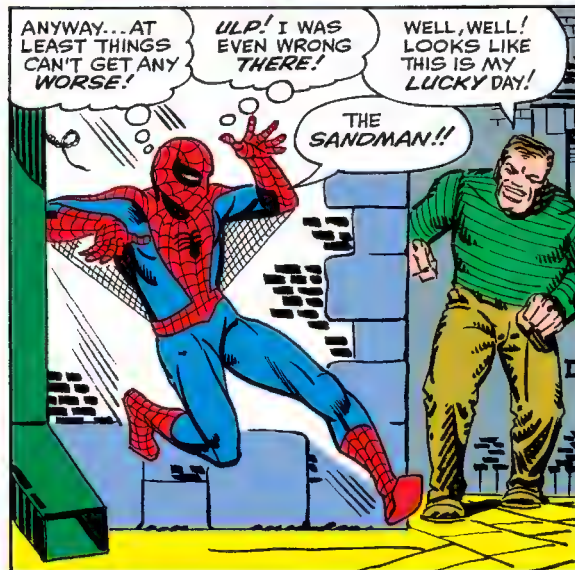
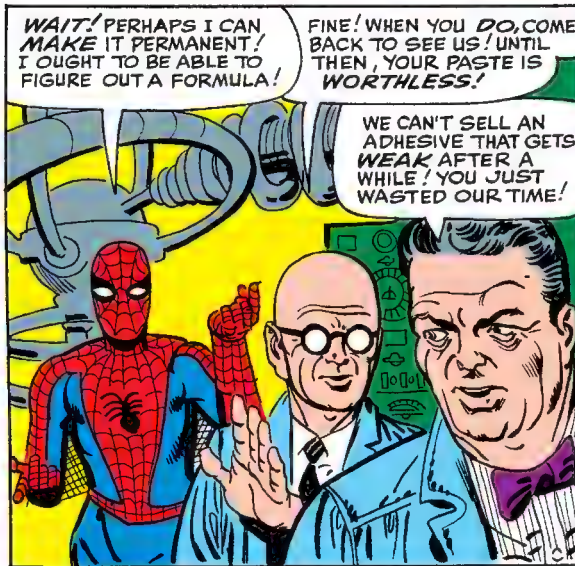
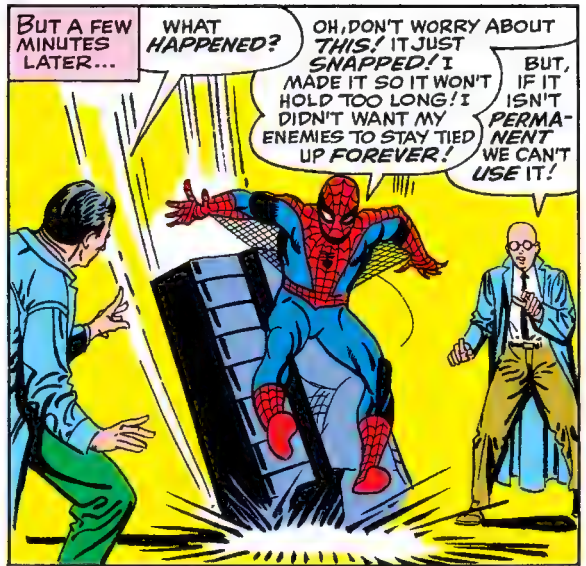












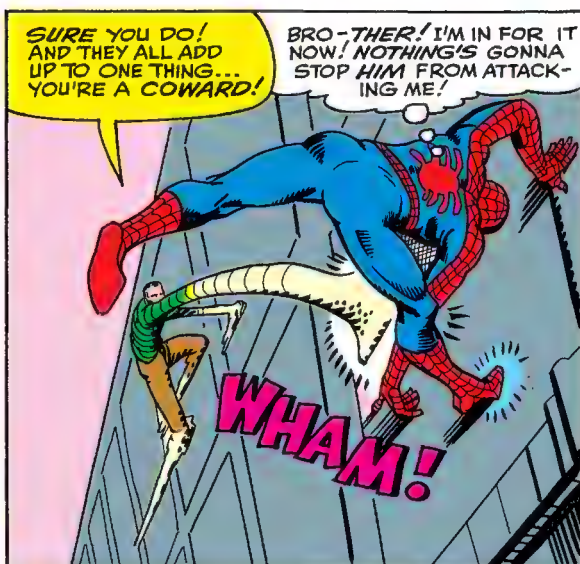




SO! IT'S TRUE WHAT THEY'RE SAYIN' ABOUT YOU! YOU HAVE TURNED YELLOW!!

YOU FOUGHT ME BEFORE! YOU MUST KNOW THAT ISN'T TRUE! I'VE JUST GOT MY REASONS FOR NOT WANTING TO MIX IT UP WITH YOU NOW!

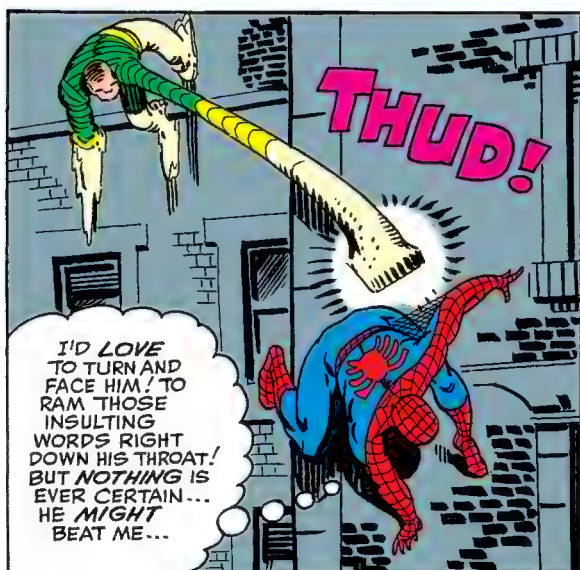
WHUMP!



SURE YOU DO! AND THEY ALL ADD UP TO ONE THING... YOU'RE A COWARD!

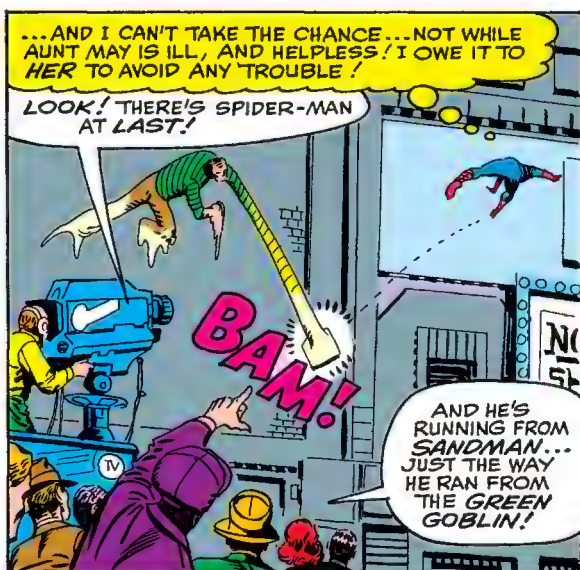
BRO-THER! I'M IN FOR IT NOW! NOTHING'S GONNA STOP HIM FROM ATTACKING ME!

WHAM!



I'D LOVE TO TURN AND FACE HIM! TO RAM THOSE INSULTING WORDS RIGHT DOWN HIS THROAT! BUT NOTHING IS EVER CERTAIN... HE MIGHT BEAT ME...

THUD!

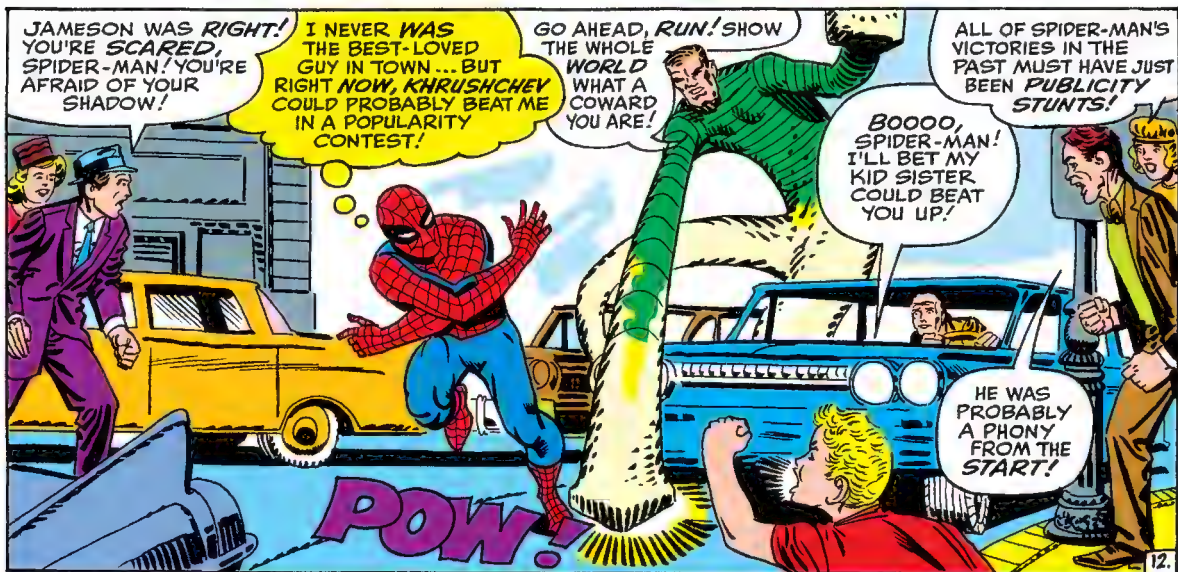


...AND I CAN'T TAKE THE CHANCE...NOT WHILE AUNT MAY IS ILL, AND HELPLESS! I OWE IT TO HER TO AVOID ANY TROUBLE!

LOOK! THERE'S SPIDER-MAN AT LAST!

BAM!

AND HE'S RUNNING FROM SANDMAN... JUST THE WAY HE RAN FROM THE GREEN GOBLIN!



JAMESON WAS RIGHT! YOU'RE SCARED, SPIDER-MAN! YOU'RE AFRAID OF YOUR SHADOW!

I NEVER WAS THE BEST-LOVED GUY IN TOWN... BUT RIGHT NOW, KHRUSHCHEV COULD PROBABLY BEAT ME IN A POPULARITY CONTEST!

GO AHEAD, RUN! SHOW THE WHOLE WORLD WHAT A COWARD YOU ARE!

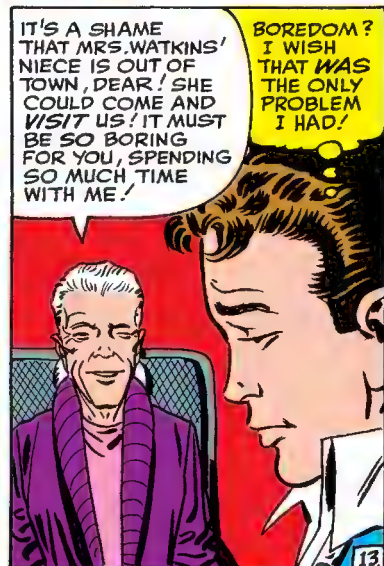
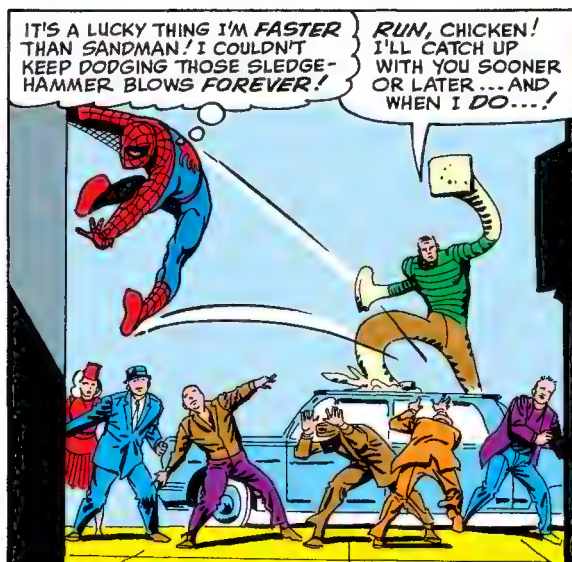
ALL OF SPIDER-MAN'S VICTORIES IN THE PAST MUST HAVE JUST BEEN PUBLICITY STUNTS!

BOOOO, SPIDER-MAN! I'LL BET MY KID SISTER COULD BEAT YOU UP!

HE WAS PROBABLY A PHONY FROM THE START!

POW!



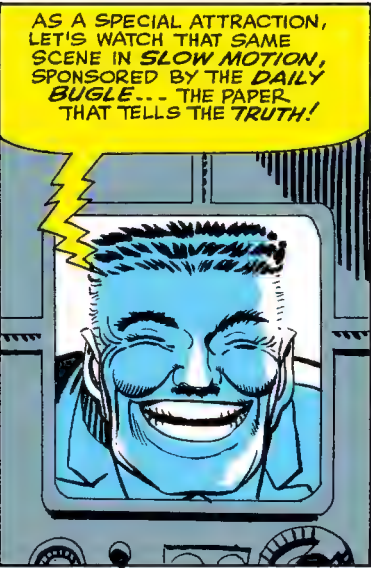




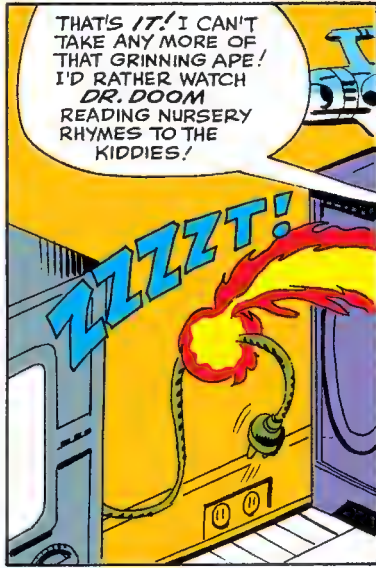
AND SO IT GOES! WITH EACH PASSING MINUTE, THINGS LOOK GLOOMIER AND GLOOMIER FOR THE WORRIED TEEN-AGER! AND THE NOW-JOIVIAL J. JONAH JAMESON DOESN'T MISS A TRICK IN REMINDING THE PUBLIC OF HOW **RIGHT** HE WAS ABOUT SPIDER-MAN ...

AND NOW WE PRESENT A VIDEO-TAPE RE-RUN OF THIS AFTERNOON'S TOP NEWS STORY...THE FRIGHTENED FLIGHT OF SPIDER-MAN WHILE THE CITY WATCHED IN SHOCK ....

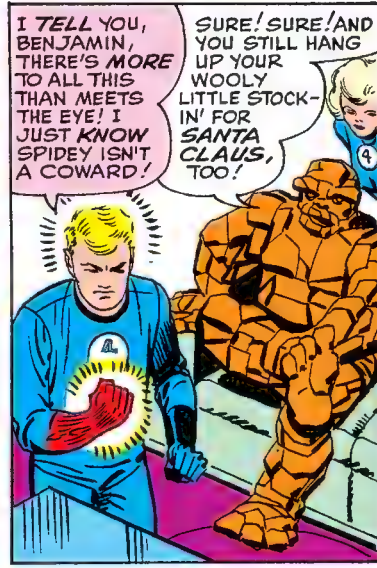
NOW THE WHOLE CITY...PROBABLY THE WHOLE *WORLD*, THINKS I'M NOTHING BUT A DISCREDITED COWARD! AND, AS LONG AS AUNT MAY REMAINS SERIOUSLY ILL, THERE'S NOTHING I CAN *DO* ABOUT IT!



AS A SPECIAL ATTRACTION, LET'S WATCH THAT SAME SCENE IN *SLOW MOTION*, SPONSORED BY THE *DAILY BUGLE*... THE PAPER THAT TELLS THE *TRUTH*!



THAT'S *IT*! I CAN'T TAKE ANY MORE OF THAT GRINNING APE! I'D RATHER WATCH *DR. DOOM* READING NURSERY RHYMES TO THE KIDDIES!



I TELL YOU, BENJAMIN, THERE'S *MORE* TO ALL THIS THAN MEETS THE EYE! I JUST *KNOW* SPIEY ISN'T A COWARD!

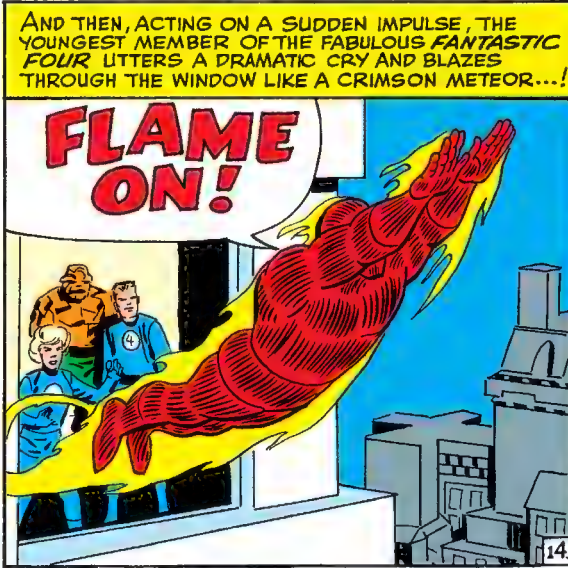
SURE! SURE! AND YOU STILL HANG UP YOUR WOOLY LITTLE STOCK-IN! FOR *SANTA CLAUS*, TOO!



KNOCK IT OFF, BIG BUDDY! I'M *SERIOUS*!

WHY WOULD A FELLA WHO'S RISKED HIS LIFE A DOZEN TIMES AGAINST THE TOUGHEST ODDS SUDDENLY TURN YELLOW?? REMEMBER...I'VE *SEEN* HIM IN ACTION...AND HE'S ONE OF THE *BEST*!

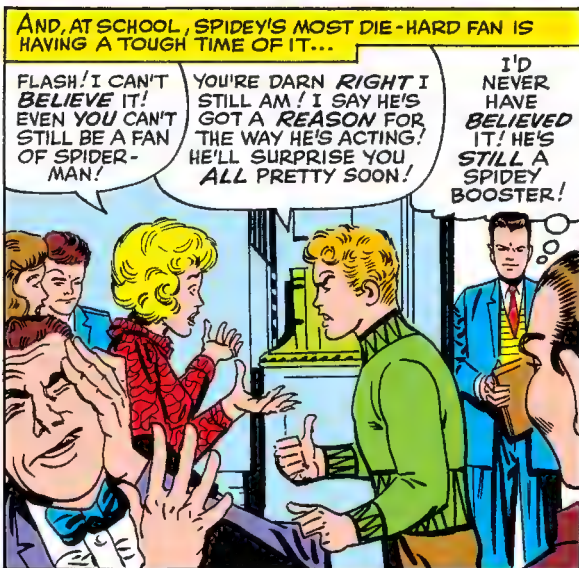
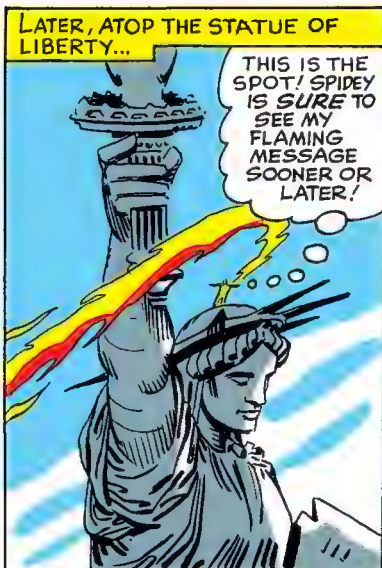
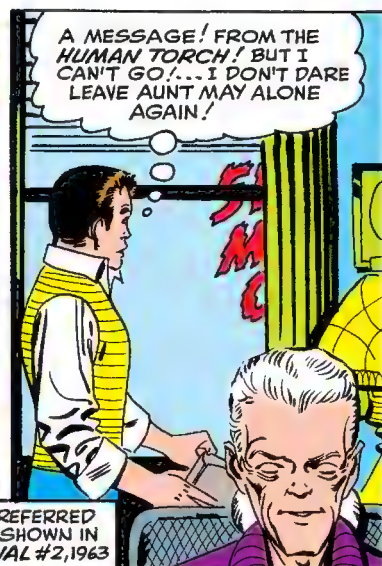
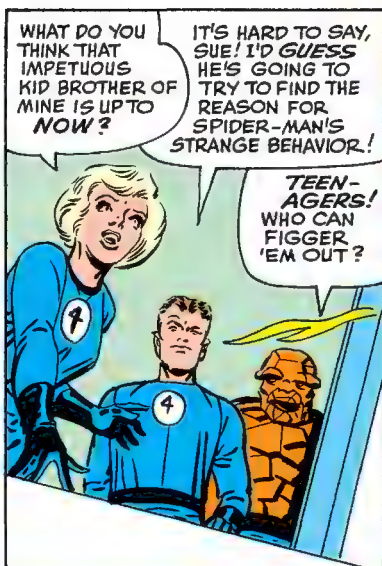
I'M INCLINED TO *AGREE* WITH YOU, JOHNNY! PEOPLE DON'T CHANGE THEIR BASIC NATURE WITHOUT GOOD CAUSE! AS FOR SPIDER-MAN, I WONDER...



AND THEN, ACTING ON A SUDDEN IMPULSE, THE YOUNGEST MEMBER OF THE FABULOUS *FANTASTIC FOUR* LITTERS A DRAMATIC CRY AND BLAZES THROUGH THE WINDOW LIKE A CRIMSON METEOR...!

**FLAME ON!**







LATER THAT NIGHT...

LIZ! WHAT BRINGS YOU HERE?? WHAT'S WRONG??

OH, PETE! I'M SO WORRIED!! IT'S THAT FOOLISH FLASH! I'M AFRAID HE'LL BE HURT!!



IN ORDER TO PROVE SPIDER-MAN IS STILL A HERO, HE PLANS TO DRESS IN A SPIDER-MAN COSTUME AND WALK THROUGH THE STREETS! HE FEELS SPIDER-MAN WILL RESCUE HIM IF HE GETS INTO TROUBLE!

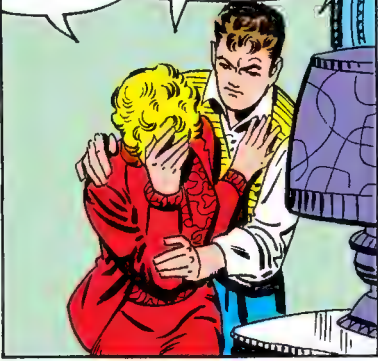
THAT NUT! SPIDER-MAN HAS ENEMIES ALL OVER THE PLACE!



IT'S MY FAULT! I KEPT TEASING HIM ABOUT SPIDER-MAN! I NEVER THOUGHT HE'D DO ANYTHING SO FOOL-HARDY!

MAYBE I CAN FIND HIM AND TALK HIM OUT OF IT! BUT I CAN'T LEAVE MY AUNT ALONE! WILL YOU STAY WITH HER, LIZ?

OF COURSE, PETEY!



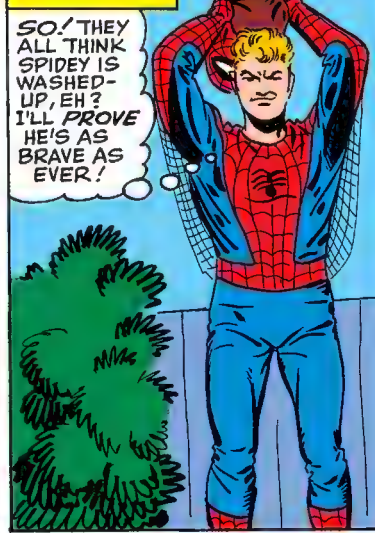
AND SO...

I HOPE MY SPIDER SENSE CAN DETECT THAT WELL-MEANING KNUCKLEHEAD BEFORE ONE OF MY ARCH-FOES SEES HIM AND THINKS HE'S ME!



MEANTIME...

SO! THEY ALL THINK SPIDEY IS WASHED-UP, EH? I'LL PROVE HE'S AS BRAVE AS EVER!



I MIGHT EVEN BE ABLE TO PREVENT A CRIME SOMEWHERE, AND OL' SPIDEY'LL GET CREDIT FOR IT! WOULDN'T THAT BE SOMETHING?



AND SURE ENOUGH, A SHORT TIME LATER...

HEY, LOOK! IT'S SPIDER-MAN!

WHA..?? HOW'D HE FIND US??

CAR THIEVES! THEY THINK I'M THE REAL SPIDEY! THIS IS MY BIG CHANCE!



OKAY, TURN AROUND AND MARCH TO THE POLICE STATION IF YOU DON'T WANT ME TO DRAG YOU THERE!

WHAT'LL WE DO, ROCKY? THE COPS'LL THROW THE BOOK AT US!



IF I CAN PULL OFF THIS BLUFF, IT'LL BE THE GREATEST STUNT OF MY LIFE!

WE'RE THREE TO ONE! WHAT CAN WE LOSE? LET'S RUSH 'IM!





UH OH! I DIDN'T EXPECT **THIS!** NOW I'M IN FOR IT!

BUT SO **WHAT?!** THEY'VE NO SUPER POWERS! MAYBE I CAN **STILL** OUT-FIGHT THEM!

HEY! WHAT **GIVES?** HE **HIT** ME... AND I'M **STILL** CONSCIOUS!!



LOOK AT **THIS!** ONE ORDINARY PUNCH KNOCKED THE WIND OUT OF HIM!

NO **WONDER** SPIDER-MAN'S BEEN TURNIN' CHICKEN LATELY! HE MUSTA LOST ALL HIS **POWER** SOMEHOW!



WHAT A BREAK FOR **US!** WE'LL BE **FAMOUS** AS THE GUYS WHO BEAT SPIDER-MAN!

HEY, STOP! NO FAIR! ONE AT A TIME, FELLAS... **ONE** AT A TIME!!

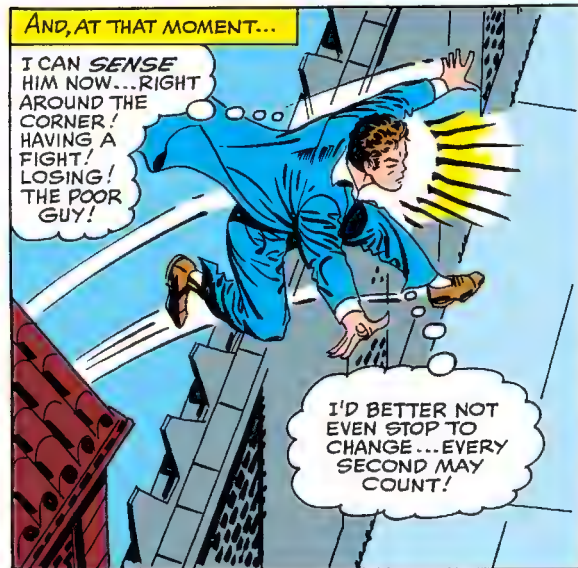
I NEVER THOUGHT IT WOULD BE SO **EASY!** MAYBE WE OUGHTTA TACKLE **DAREDEVIL** NEXT!



THREE AGAINST ONE... BIG DEAL I'LL BET I COULD LICK **ANY** OF YOU SINGLE-HANDED!!

Y'KNOW SOMETHIN'?? YOU DON'T EVEN **SOUND** LIKE SPIDER-MAN! I WONDER IF ...??

AWW, HE **MUST** BE THE REAL MCCOY! NOBODY WOULD BE NUTTY ENOUGH TO **IMPERSONATE** A GUY LIKE HIM!



AND, AT THAT MOMENT...

I CAN **SENSE** HIM NOW... RIGHT AROUND THE CORNER! HAVING A FIGHT! LOSING! THE POOR GUY!

I'D BETTER NOT EVEN STOP TO CHANGE... EVERY SECOND MAY COUNT!

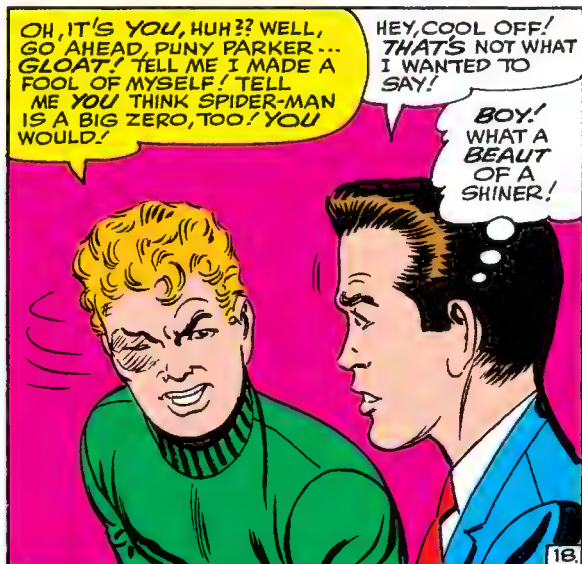
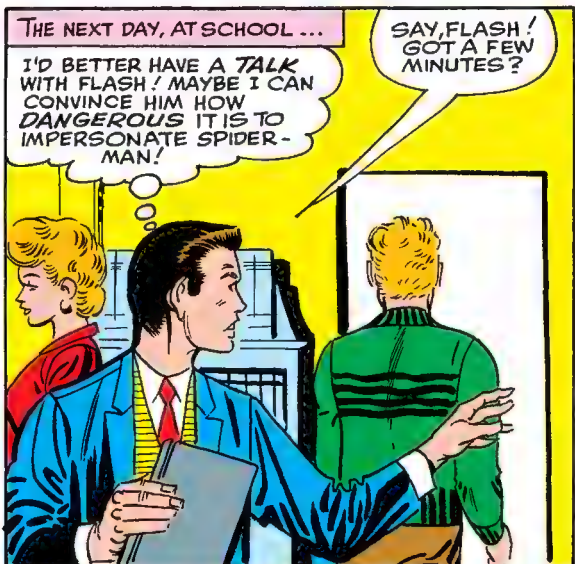
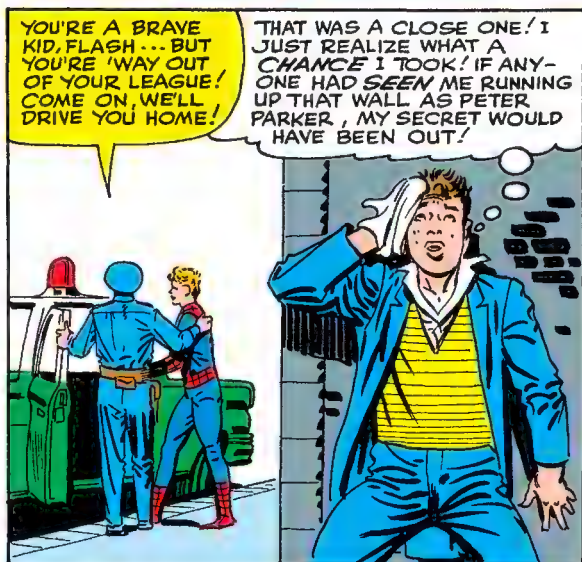


BUT, FOR ONCE THE YOUTHFUL WEB-SPINNER HAS A STROKE OF GOOD LUCK ...

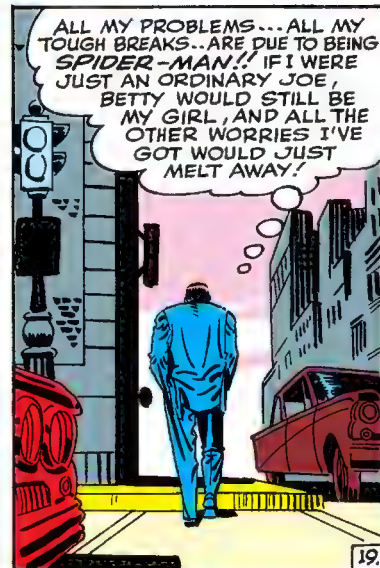
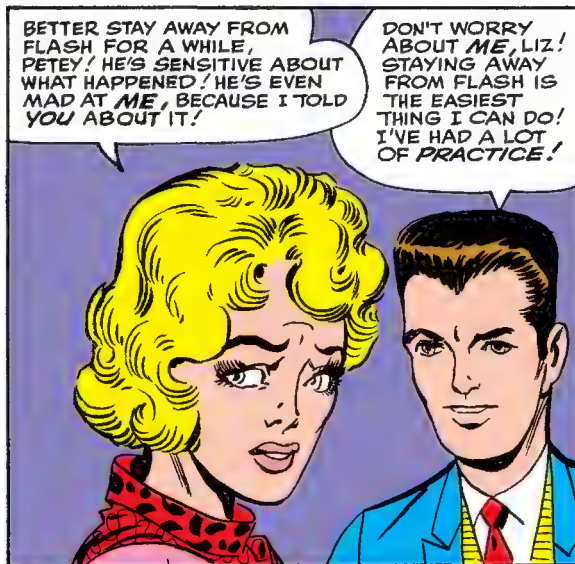
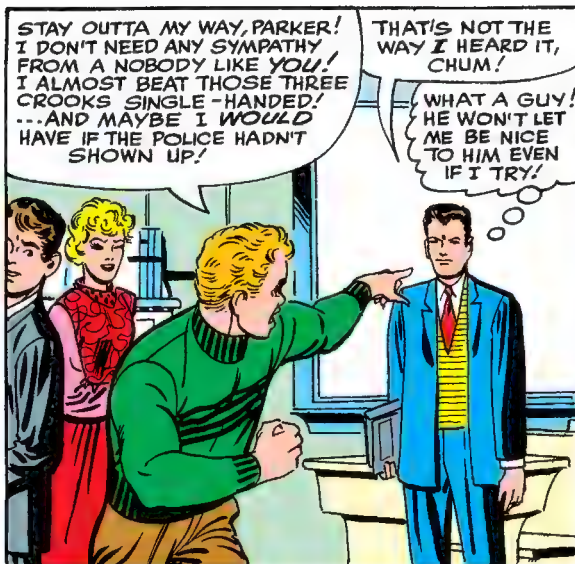
LOOK, IRV... A STREET FIGHT UP AHEAD!

THREE AGAINST ONE! HOW COWARDLY CAN THEY **BE?** LET'S BREAK IT UP!

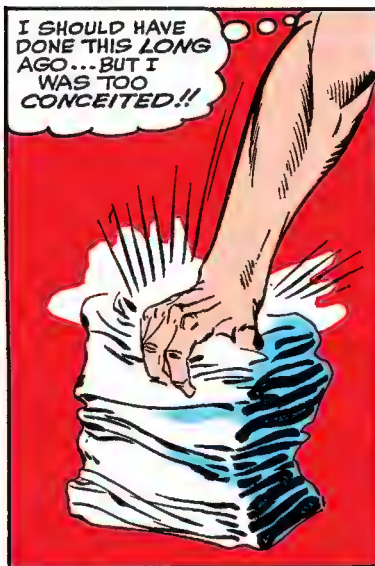
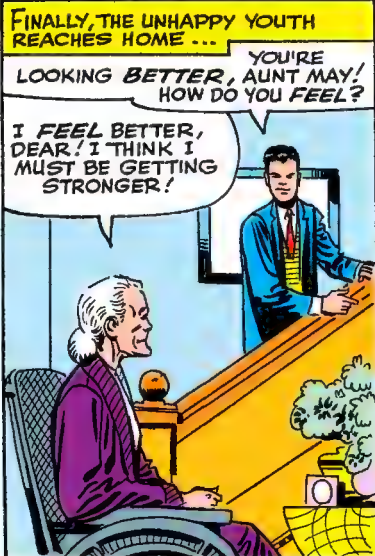




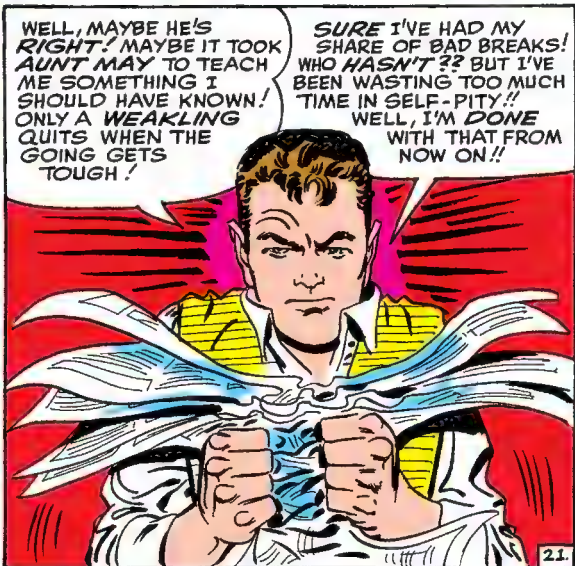
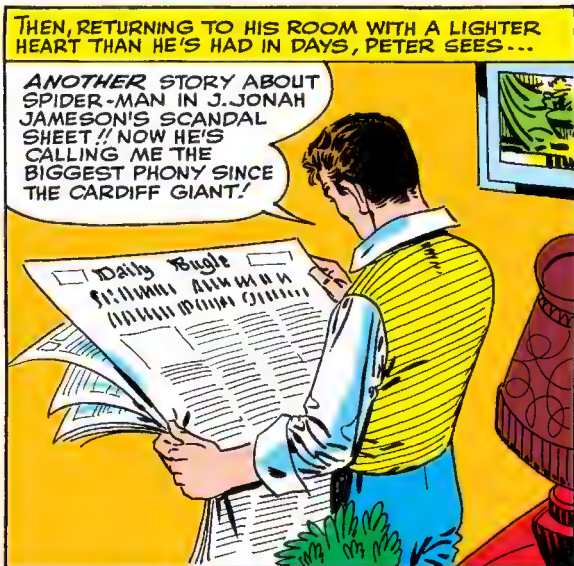
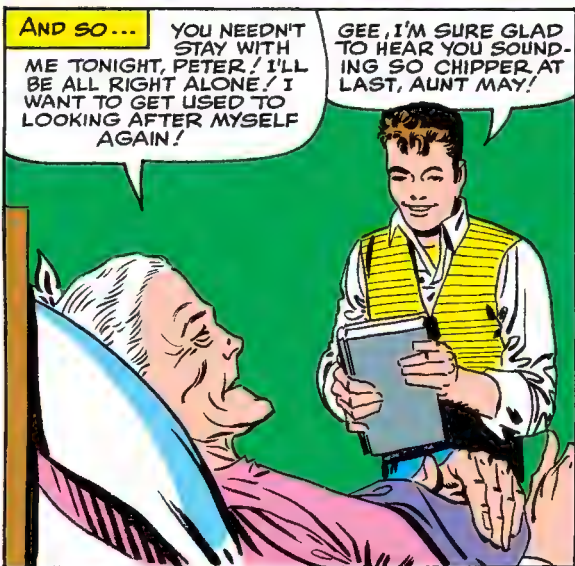
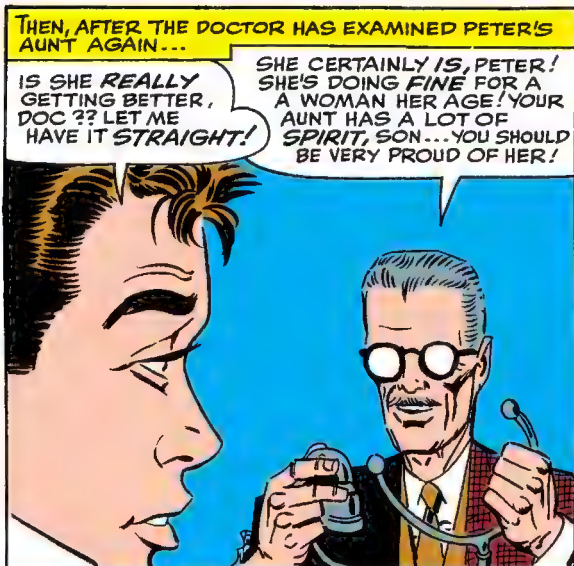
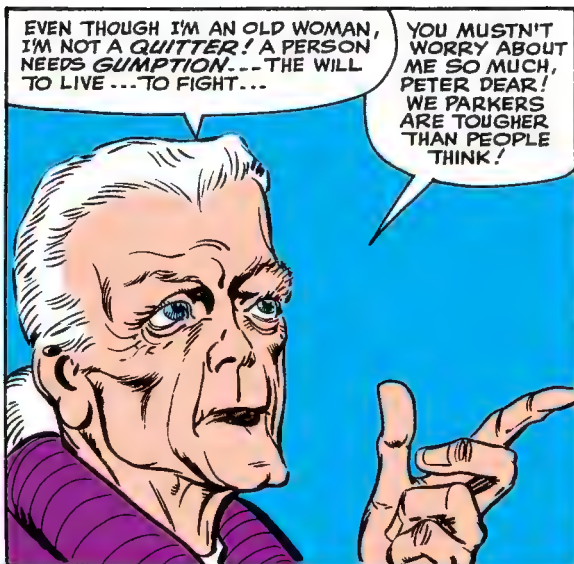
















NOW THERE'S NOTHING TO **STOP** ME FROM BEING **SPIDER-MAN** AGAIN!! AUNT MAY HAS ENOUGH GUMPTION FOR **BOTH** OF US, I WON'T HAVE TO WORRY ABOUT **HER** ANY MORE!!

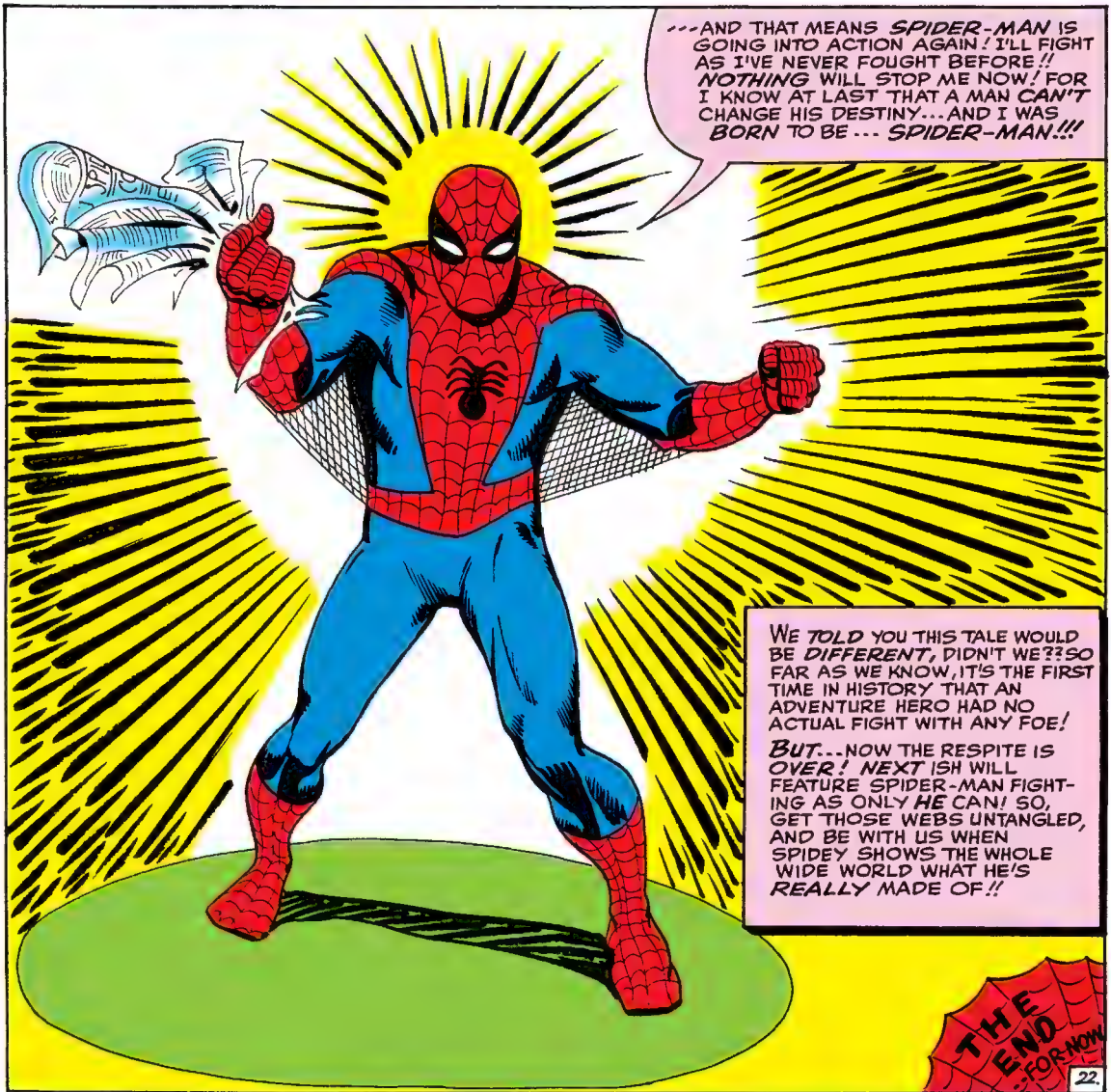


AS FOR J. JONAH JAMESON, BEFORE I'M THROUGH, HE'LL BE **EATING** HIS WORDS ABOUT ME!!

**RIP!**



**FATE** GAVE ME SOME TERRIFIC SUPER-POWERS, AND I REALIZE NOW THAT IT'S MY DUTY TO **USE** THEM... WITHOUT DOUBT... WITHOUT HESITATION ...!!



...AND THAT MEANS **SPIDER-MAN** IS GOING INTO ACTION AGAIN! I'LL FIGHT AS I'VE NEVER FOUGHT BEFORE!! **NOTHING** WILL STOP ME NOW! FOR I KNOW AT LAST THAT A MAN CAN'T CHANGE HIS DESTINY...AND I WAS **BORN** TO BE ... **SPIDER-MAN!!!**

WE TOLD YOU THIS TALE WOULD BE **DIFFERENT**, DIDN'T WE?? SO FAR AS WE KNOW, IT'S THE FIRST TIME IN HISTORY THAT AN ADVENTURE HERO HAD NO ACTUAL FIGHT WITH ANY FOE!

**BUT...** NOW THE RESPITE IS OVER! **NEXT** ISH WILL FEATURE **SPIDER-MAN** FIGHTING AS ONLY **HE** CAN! SO, GET THOSE WEBS UNTANGLED, AND BE WITH US WHEN **SPIDEY** SHOWS THE WHOLE WIDE WORLD WHAT HE'S **REALLY** MADE OF!!

**THE END**  
FOR NOW





# SPIDER'S WEB

Please address  
your letters to:  
**THE MARVEL  
COMICS GROUP  
SECOND FLOOR  
625 MADISON AV.  
NEW YORK 10022  
N.Y.**

Dear Stan and Steve,

SPIDER-MAN #15 was the all around best Spider-Man story I have yet read. It was crammed with terrific ideas. Some of the reasons I liked it were: 1) a terrific new villain who is even greater than Dr. Octopus, 2) Spidey's dizzy spells after the first battle, 3) Spidey's troubles with J.J.J. and the girls, 4) the way the battle progressed from page 16 on. At the end of the story Kraven said, "... we shall return and continue our hunt for Spider-Man." I intend to hold him to his word, so when he returns makes sure the Chameleon tags along!

Chuck Robinson II, Rt. #1, Box 103  
Charleston, W. Va.

**We'll do our best, Chuck! You know us—we go all out for our readers—as long as they want the same things we want anyway!**

Dear Stan and Steve,

I've just finished SPIDER-MAN #15 with that fugitive from a Tarzan movie, Kraven, and for a villain with no complex super-powers it turned out to be a darn good story! You even threw in the Chameleon for kicks which reminds me, I've a kick about how you had him appear for only a few seconds at a time and what a pushover he was! His admitting he was no match for Spider-Man was very unvillainlike—I thought all villains were conceited. Also, why did the Chameleon have to come back to Spidey's turf? He could have set up a crime wave somewhere else and eluded Spidey. Your letters pages are great—I get a kick out of the funny ones and highly original offerings!

Frank Brunner, 1395 Greene Ave.  
Brooklyn 37, N.Y.

**The only thing that bothers us, Frankie, is the fact that our fans usually think the funniest letters are the ones that we're dead serious about!**

Dear Stan and Steve,

After seeing the Academy Awards on T.V. I decided to make my own Oscar awards and believe me it wasn't easy! Best Comic Cover—FF #25, Best Writer—Stan Lee for "The Search for Sub-Mariner," Best Artist—Joe Orlando for "The Evil Menace of Electro," Best Inking—Vince Colletta for "The Evil Menace of Electro," Best Lettering—Sam Rosen for "The Hulk Vs. the Thing" and Art Simek for "The Avengers Take Over!," Best Background—"The Infant Terrible," Best Short Story—"The Unreal," Best Story—"The Search for Sub-Mariner," Best Supporting Actress—Betty Brant for "Turning Point," Best Supporting Actor—The Sub-Mariner for "The Search for Sub-Mariner," Best Actress—Susan Storm for "The Search for Sub-Mariner," Best Actor—Thor for "The Return of Zarko." There they are—how do you like them??

Greg Marklar, 481 Cedar  
Ventura, Calif.

**We'd have liked 'em better if Spidey had been mentioned! But maybe we're just prejudiced, Greg!**

Dear Stan and Steve,

I have wracked my brains for hours trying to find the answer to the Spider-Man question of the year—why are certain Spider-Man foes rated higher than others by the magazine readers? Eureka! At long last I believe I have solved the problem and I offer documented evidence to support my theory. The solution lies in the number of times a villain is presented in SPIDER-MAN. The villain does not necessarily have to have diabolical master plans, an arsenal of scientific gadgets, or a fiendish personality, although these are contributing factors and hold some weight. It is my hypothesis that the more you are exposed

to a particular criminal the more you begin to admire him and this is especially true in the case of the newer (and more impressionable) readers. This public opinion which changes constantly decides the fate of many a good Spider-Man foe. I have listed seven Spider-Man villains giving the number of times they have appeared. I leave it to you and my fellow readers to deliberate the wisdom of my statements and perhaps enter into a bit of friendly argument. (Dr. Octopus-3, the Enforcers-2, Sandman-1, Electro-1, Mysterio-1; Green Goblin-1.)

Benny Daily, 1010 Moro  
Manhattan, Kansas

**Benny boy, we're re-read your letter twice, and still can't figure out exactly what the point is—but our readers are probably sharper than we! Anyway, it was nice hearing from ya!**

Dear Stan and Steve,

Oh brother—you guys are really stuck on yourselves aren't you? Why don't you just come off of your high horse for a minute and wake up. You seem to like to compare the Spider-Man to the Torch. Well, in my book the Torch could fry that Spider-Man and his webs to a frazzle before that crazy insect could say "Duh"! The best thing you can do to improve your magazine is to stop this conceited bit and you'll make a lot more friends.

Terry Larsen, Box 365  
Calmar, Alberta, Canada

**But what'll we do with 'em, Terry? We don't even have enough time for our enemies!**

Dear Stan and Steve,

In SPIDER-MAN #13 a fan wrote and said that the Human Torch could "spatter Spider-Man all over New York." Well, in my opinion, if Spider-Man and the Human Torch ever met again (without interruptions which usually happen), the ending would be just the opposite! Spider-Man would rub Torch all over New York! Maybe if Spider-Man would use some of the frozen webbing that he used in STRANGE TALES ANNUAL #2, then the odds would be greatly in his favor. Why not have them battle again, this time to a decisive victory for one or the other? Don't have the FF help Torch as usual!

Mark Taggart, 427 Quan Ave.  
Kirkwood 22, Mo.

**But as far as we know, Mark, they're not even mad at each other! Maybe we'll go you one better—we might get jolly Jack to tangle with snailin' Steve, with sneaky Stan acting as referee!**

Dear Stan and Steve,

I thought you magnificent Marvel marvels had come up with just about everything that there was to come up with. You proved me wrong by a long shot! Aside from those completely original mighty monarchs of justice you use as your starring super-heroes you come up with a whole array of really fabulous supporting stars! First you hit us with the awesome majesty of Namor, ruler of the underwater depths, then come the new members of the Evil Mutants of X-Men fame, of which the new brother and sister team, Scarlet Witch and the streaking Quick-silver makes some of your all time best minor characters. After that you again top yourself with the intriguing Zemo and his murderous Masters of Evil, in The Avengers! Then, as though what you've already done isn't enough, you top everything you've ever done by creating Kraven the Hunter. His costume is the most colorful and refreshingly original of any I've yet seen and the concept behind him is superb. Kraven, the triumphant, savage, vicious,

**CONTINUED...**



two-fisted fighter from Africa is one character I'm looking forward to seeing again and again. That battle with him and Spider-Man, my favorite of all the titanic costumed heroes, was another magnificent Marvel triumph. I'm sure Spider-Man is one super-hero who is going to last through the ages and will be known by the generations yet to come as THE super-hero of the past!

Ken Dixon, 674 Buttonwood Dr.  
Springfield, Pa.

**You're sure—and we're sure—and Spidey's sure—but, don't bother asking J. Jonah!**

Dear Stan and Steve,

Wow! You've outdone yourselves in SPIDER-MAN #15. I was worried about Kraven the Hunter as he was so sure of himself, so sly, clever, strong and handsome. Wait a minute—on second thought he wasn't so handsome, but he was so fast-moving! When he threw those magnetized locks on Spider-Man I thought he was done for sure, then to put more trouble in his way, up pops the Chameleon, and if that isn't enough, Betty Brant is acting up again! Boy, that story was one good enough to keep anyone awake! I want to say the plot was great, Stan! Keep up the good work in this Marvel Age of Comics!

Todd Freeman, 12601 Speedway Overlook  
East Cleveland, Ohio

**Thanks, Todd—but do you hear sensitive Stevey muttering in the background? Something like: "So what was the artwork—chicken liver?"**

Dear Stan and Steve,

The different thing about Spider-Man is that he's not tremendous—he's simply great. Now that Marvel is becoming bigger and bigger every day, it produces few "just great" magazines. Sometimes when a comic mag is made too sensational it falls flat on its face and when it doesn't, it leaves a reader speechless. A magazine like SPIDER-MAN eases the tension when a reader gets to thinking, "They just can't keep on coming out with these spectacular issues. What if they goof up the next one?" This is just my opinion and it probably doesn't apply to anyone except me but I just thought I'd let you know. Oh! The Special Announcements section always cracks me up. You don't brag one bit. You just get enthused and you can't wait for us readers to see the next issues. And one more thing—the Hulk should visit his jolly green huge cousin in the valley sometime. That'll be something when they have the Hulk on T.V. advertising frozen peas!

Clarke Owens, 785 Parklin Ave.  
Sacramento, Calif.

**They can have him, Clarke—if they can catch him!**

Dear Stan and Steve,

I am a faithful follower of FF, SPIDER-MAN, AVENGERS, X-MEN, THOR and the other Marvel greats. So I won't waste time on useless comments such as "I think Marvel is the greatest, etc.!" Spider-Man has dropped to an all time low. Issue #12 was great with Dr. Octopus, #13 was good, #14 would have been crummy without the Hulk, and #15 was the flop! Crummy art, fair story—the only thing any good was the lettering and that could have been better. With the possible exception of issue #15 Steve Ditko's artwork is the best. Please don't switch him back to IRON MAN or any other mag.

Edward Willard, 345 Lansing Ave.  
Troy, N.Y.

**Hey, write to us again some time, Eddie—when you wake up on the right side of the bed! Cheee!**

Dear Stan and Steve,

I'm writing to acknowledge an expression of gratitude to you and the MARVEL COMICS GROUP editors for your return to the super-hero era of comics. These same heroes are the men who not only revive such pleasant childhood memories, but also continue to afford me, thanks to you, many hours of reading enjoyment today.

William Rose, "Rose Record Room",  
Radio Station KTAR, P.O. Box 711  
Phoenix, Arizona

**Glad you're pleased with our efforts, Bill. And if we ever get out to Arizona, KTAR will be the first station we tune in to!**

Dear Stan and Steve,

In previous issues of your magazines you have asked for honest criticisms, so if you don't mind a reader's point of

view, here goes. First, your glamorous covers are the best on the market except that you put too many rave notices on them. Next, your color schemes are good except that your backgrounds are a bit dreary. My biggest complaint on inking is that the individual colors run outside their appointed spaces by as much as one-eighth of an inch in places. In this respect your competitors have you outclassed. Your lettering is superb. I don't know how you think up so many plots for so many of your mags! Next, and most important, is your success factor. What is your success factor? Well, I believe your success factor is the way you humanize your heroes and supporting characters. I'm through with my critiques and I hope you'll keep in mind that they are my opinions which I sent to you for the express purpose of improving your magazines. (Yes, it's possible, you know!) After all, we Marvel readers would rather save our 12¢ than switch!!

Lance Reidy, 77 Whitney St.  
Auburn, Maine

**We appreciate your comments, Lance! And we never object to readers finding fault with us—at least it means that someone's out there reading!**

#### **SPECIAL ANNOUNCEMENTS SECTION:**

—Okay, gang—FACE FRONT! We've got a lot to tell you, and we want your undivided attention! (How's THAT for an opener?)

—First of all, we guarantee that our next SPIDER-MAN (#19—entitled "Spidey Strikes Back!") will have more two-fisted action packed between its covers than you ever would have thought possible! Even Steve's pencil has skinned knuckles from drawing it!

—Next, we want to announce that beginning this month, every Marvel super-hero title will have a letters page in every issue! We realize that you fans want it—so now you've GOT it! As for us, we're getting writers' cramp just thinking about it!

—Now, let's see what's doing in our other Marvel mags, on sale now—

—The most exciting news, as usual, comes from the fabulous FANTASTIC FOUR, which features an unforgettable thriller entitled "Death of a Hero." And, as you know, we don't kid around in these stories. When we say "Death of a Hero" you know that someone's gonna die!

—Another big item is the birth of a new Marvel-type hero-villain. AVENGERS #9 is where you'll find him, and we have a hunch there'll be a lot of talk about him for months to come. His name is "Wonder Man," and take it from us, he lives up to that monicker!

—Our newest star, DAREDEVIL, has another solid hit with the appearance of "Killgrave, the Purple Man"! It's amazing how D.D. seems to have taken the comic reading world by storm! After only four appearances, his popularity is threatening to rival our ol' web-spinner himself!

—THOR #109 has a doozy, too! It stars our male Goldilocks battling the X-MEN'S most powerful enemy, Magneto! This one is sure to please everybody!

—And at long last, in answer to your avalanche of requests, two additional Marvel favorites have been given their own regular feature slots! CAPTAIN AMERICA will share top billing with IRON MAN in TALES OF SUSPENCE from now on, while THE INCREDIBLE HULK is the second co-feature (along with GIANT-MAN) in TALES TO ASTONISH! And there's even been a change in STRANGE TALES. You'll find THE THING teaming up with THE HUMAN TORCH in each ish—as well as the usual DR. STRANGE black magic thriller!

—And for you war fans, SGT. FURY is better than ever in a real earthy, gutsy, action-packed spectacular entitled: "The Crackdown of Capt. Flint!"

—So there you have it—the marvelous Marvel line-up for this month! (We didn't forget to mention our wild and wooly Westerns, or frankly frivolous female titles—it's just that we're running out of space!)

—Now, till we meet next ish, see if you can figure out what M.M.M.S. stands for? We'll tell you more about it later—and it'll be one of the biggest new developments to hit the merry Marvel bullpen in years!

—So remember, Spidey strikes back next issue, and if you're not here to enjoy the fireworks, you'll spoil our fun! It's never the same without you!



ANNUAL

72 BIG PAGES ANNUAL

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY  
IND.



MARVEL  
COMICS  
GROUP 25¢

# the AMAZING SPIDER-MAN

#1  
1964



FEATURING: SPIDEY'S BIGGEST  
LONGEST, GREATEST BATTLE, AS  
HE ATTACKS:

## "THE SINISTER SIX!"

WITH A GALAXY OF THE MOST  
GOL-DARNED GUEST-STARs THAT  
YOU CAN SHAKE A WEB AT!

JAM-PACKED WITH  
SPECIAL SURPRISE FEATURES





# "The SINISTER SIX!"

CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY **SINISTER SIX**??

IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE **SINISTER SIX**!!

What Happens **NOW**? JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY **LOST** HIS AMAZING SPIDER POWERS!!

**41 Pages**

Of Indescribable  
Excitement

Written By:

**STAN LEE**

Drawn By:

**STEVE DITKO**

POSSIBLY THE MOST TALKED-  
ABOUT TEAM IN COMICS TODAY!

LETTERED BY: **S. ROSEN**

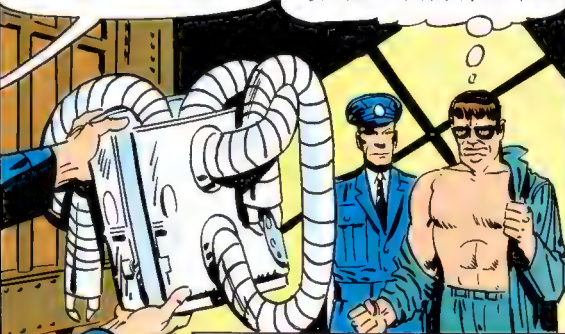
IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH  
EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!



IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO **DR. OCTOPUS** AFTER A FREAK ACCIDENT...\*

NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIUS, PRISONER #4756689!

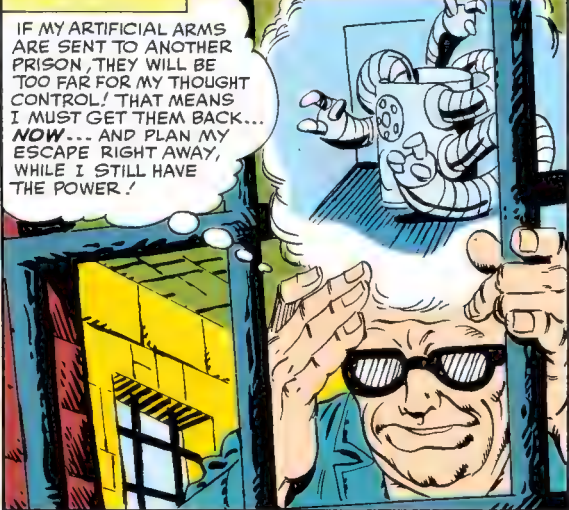
THAT'S WHAT **HE** THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!



\*SEE SPIDER-MAN #3...EDITOR..

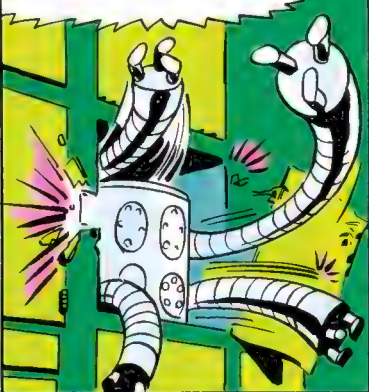
AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... **NOW**... AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!

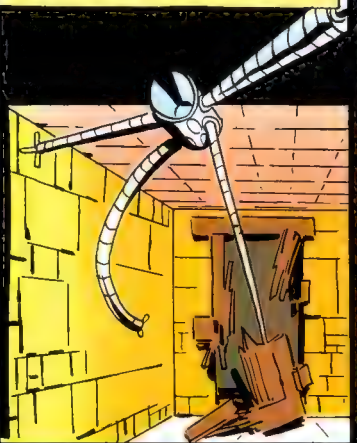


AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND **OBEYED** BY HIS MIGHTY MECHANICAL ARMS!

RETURN TO YOUR MASTER!  
RETURN TO YOUR MASTER!

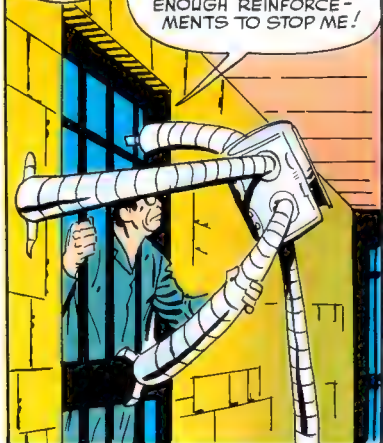


SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...



I **KNEW** I HAD THE POWER TO DO IT!!

AND NOW TO ATTACH THEM TO MYSELF AGAIN, AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!



THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL **DAILY BUGLE**, GETS AN UNEXPECTED VISITOR...

HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS... THEY'RE FUNNIER THAN THE COMIC STRIPS!

**SPIDER-MAN!** YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU **YET**??!

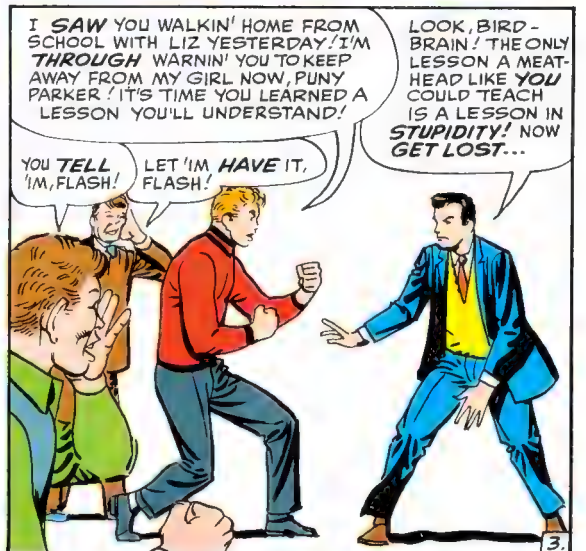
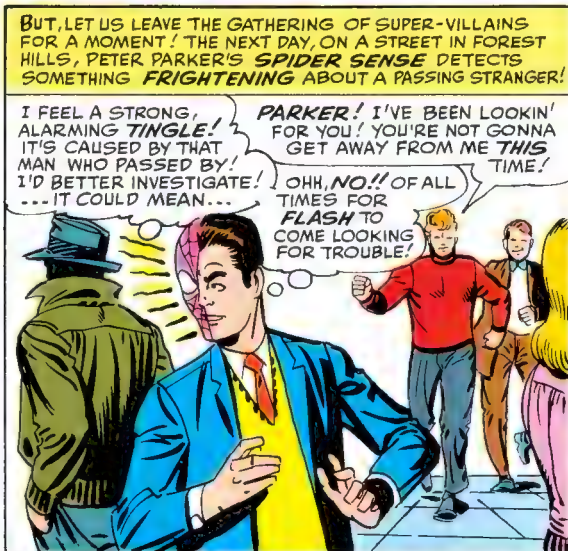
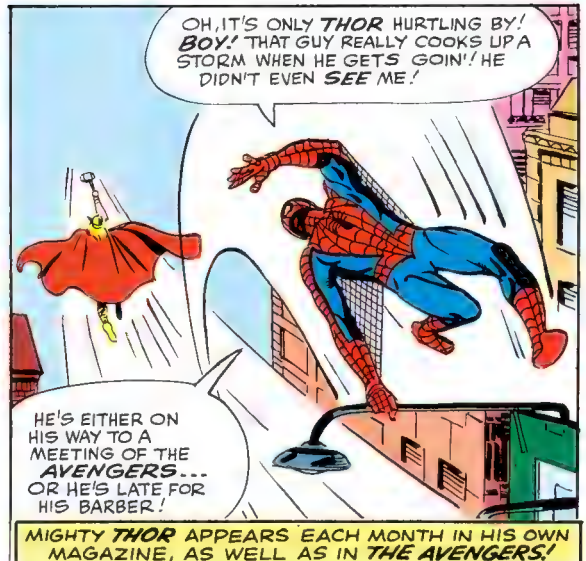
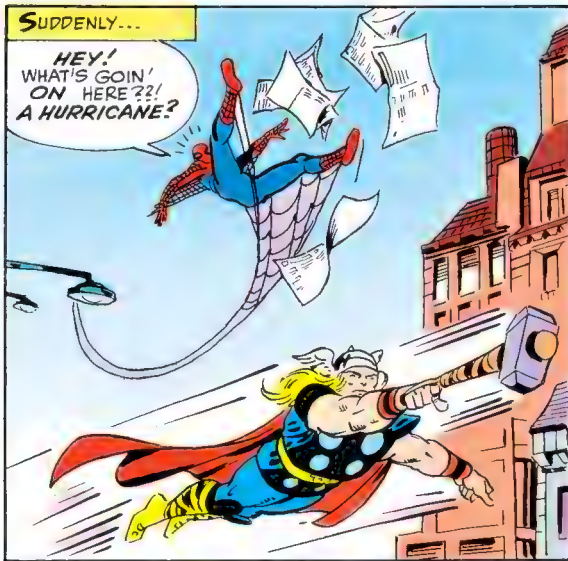
IF ONLY THAT BLASTED **PETER PARKER** WAS HERE TO SNAP SOME PHOTOS OF HIM!!



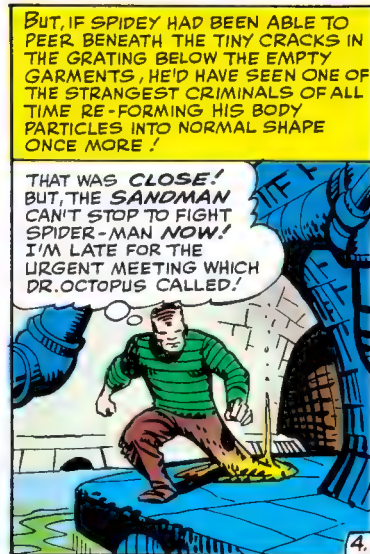
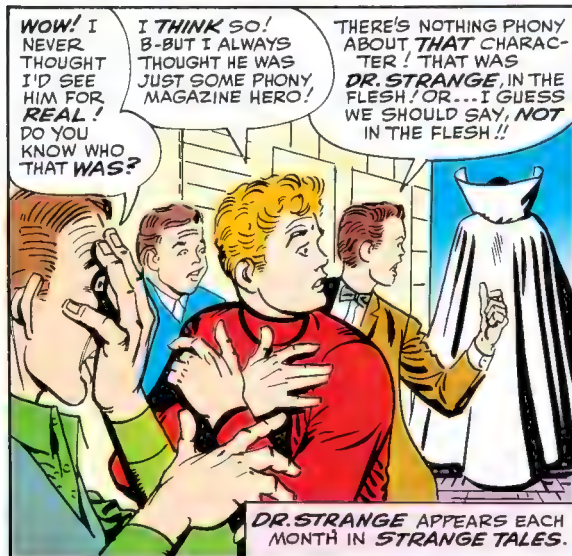
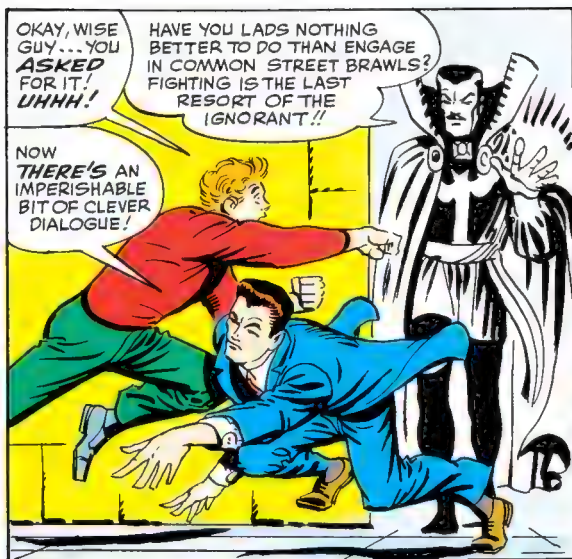
WELL, WELL! SO DOC OCK HAS ESCAPED FROM PRISON AGAIN! I SURE HOPE HE GOES INTO HIDING FOR THE NEXT HUNDRED YEARS OR SO! I'D SURE HATE TO HAVE TO TACKLE **HIM** AGAIN!!



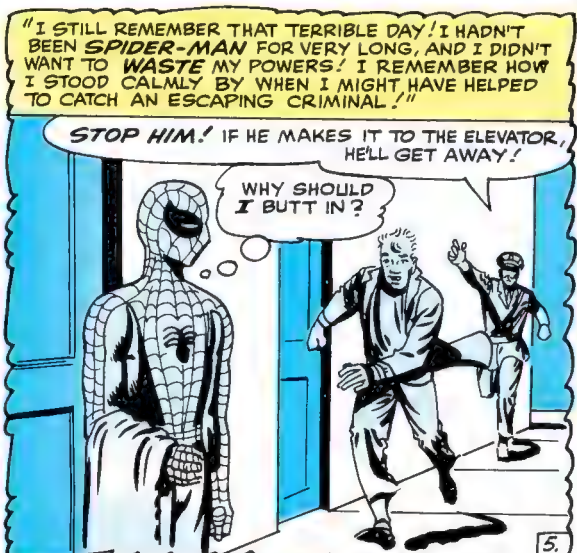
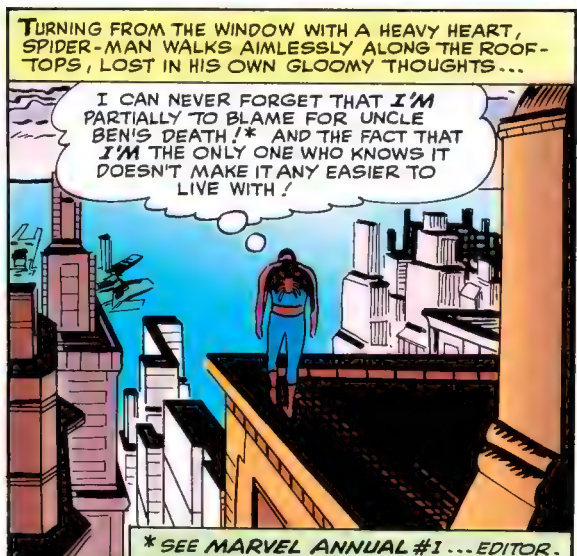
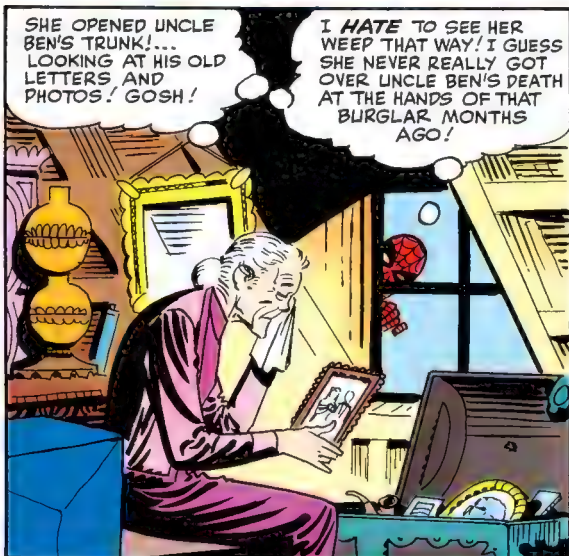
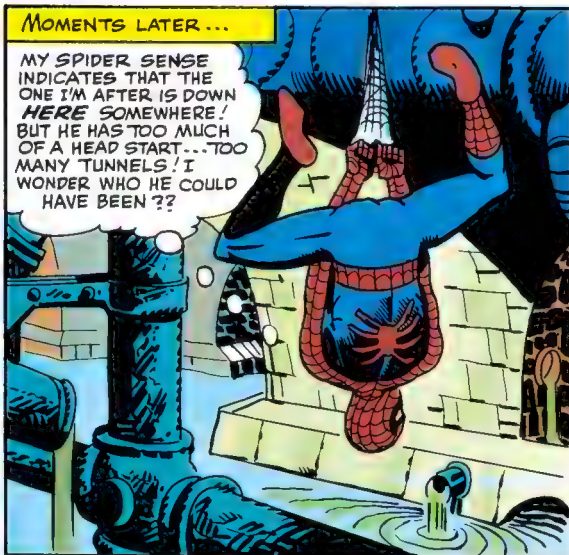








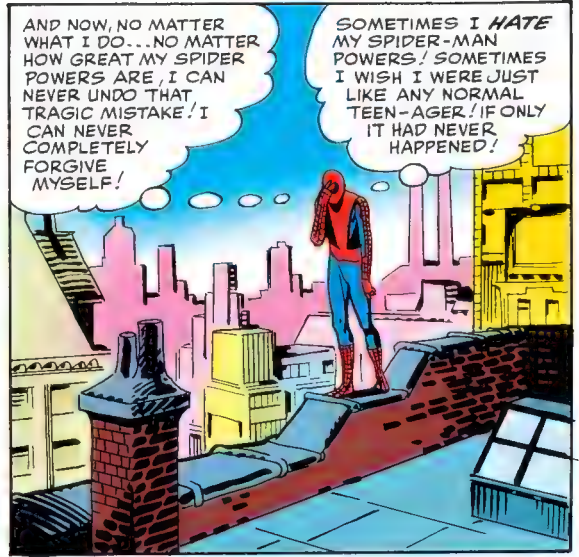








IF ONLY I HAD KNOWN... IF I COULD SOMEHOW HAVE GUESSED THAT THE VERY MAN WHOM I ALLOWED TO PASS ME WOULD BE THE BURGLAR WHO WAS LATER TO MURDER UNCLE BEN!! WHY HADN'T I STOPPED HIM ?? WHY? WHY??



AND NOW, NO MATTER WHAT I DO... NO MATTER HOW GREAT MY SPIDER POWERS ARE, I CAN NEVER UNDO THAT TRAGIC MISTAKE! I CAN NEVER COMPLETELY FORGIVE MYSELF!

SOMETIMES I HATE MY SPIDER-MAN POWERS! SOMETIMES I WISH I WERE JUST LIKE ANY NORMAL TEEN-AGER! IF ONLY IT HAD NEVER HAPPENED!

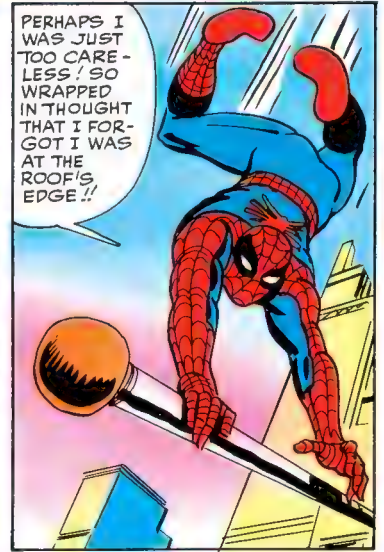


BUT THEN, SUDDENLY, SURPRISINGLY, THE SURE-FOOTED ADVENTURER LOSES HIS BALANCE, AND...

WHA...??  
I TRIPPED!!



IT'S IMPOSSIBLE! IT NEVER HAPPENED BEFORE!! I CAN'T TRIP!! I CAN'T...!!



PERHAPS I WAS JUST TOO CARELESS! SO WRAPPED IN THOUGHT THAT I FORGOT I WAS AT THE ROOF'S EDGE!!

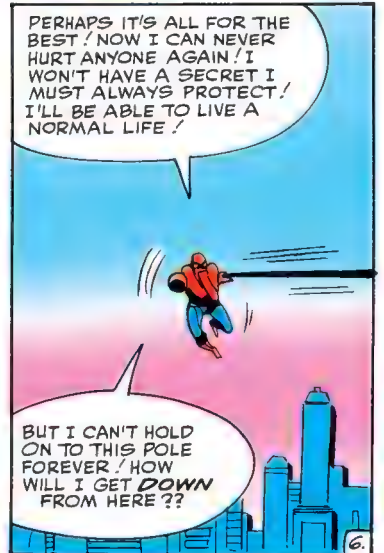


BUT THEN, HE RECEIVES ANOTHER SHOCK...

OH, NO! I CAN HARDLY HOLD ON TO THE FLAGPOLE!! WHAT HAPPENED TO MY STRENGTH... TO MY AGILITY??



I NEVER BELIEVED IT COULD HAPPEN... BUT IT HAS! SOMEHOW, WITHOUT WARNING... I'VE LOST MY SPIDER POWERS!!



PERHAPS IT'S ALL FOR THE BEST! NOW I CAN NEVER HURT ANYONE AGAIN! I WON'T HAVE A SECRET I MUST ALWAYS PROTECT! I'LL BE ABLE TO LIVE A NORMAL LIFE!

BUT I CAN'T HOLD ON TO THIS POLE FOREVER! HOW WILL I GET DOWN FROM HERE??



THERE'S THE **FANTASTIC FOUR** ... IN THEIR **FANTASTI-CAR**!! THEY **SEE ME**!! B-BUT THEY'RE FLYING RIGHT **PAST** ME!!

LOOK, REED! THERE'S THAT SWELL-HEADED **SPIDER-MAN** SHOWING OFF FOR THE PUBLIC, AS USUAL!!

THIS TOWN'S **CRAWLIN'** WITH SUPER-HEROES! PRETTY SOON YOU'LL NEED A **PROGRAM** TO TELL ONE FROM THE OTHER!

WE'D BETTER NOT INTERFERE! HE'S A REAL LONE WOLF!

DON'T WORRY, BEN! PEOPLE WILL ALWAYS BE ABLE TO RECOGNIZE YOU!

THE **FANTASTIC FOUR** APPEAR EACH MONTH IN THEIR OWN FEATURE-LENGTH MAGAZINE!

THEY MUST HAVE THOUGHT I WAS **CLOWN-ING** OUT HERE, AS USUAL!

WELL, I'VE GOT TO TRY TO MAKE IT...TO THE LEDGE! MUSTN'T LET GO! ONE SLIP WILL BE CURTAINS! JUST A LITTLE FURTHER... ALMOST THERE...

**MADE IT!** NOW TO FIND AN OPEN WINDOW!! MUSTN'T LOOK DOWN...I'LL HUG THE WALL AND KEEP INCHING FORWARD!

**FINALLY, AFTER A SUSPENSEFUL FEW MINUTES, THE COSTUMED TEEN-AGER REACHES AN OPEN WINDOW, AND THEN...**

I'VE GOT TO GET **HOME** NOW, AS FAST AS I CAN!

BUT I MUSTN'T BE **SEEN**! WITHOUT MY SPIDER POWERS IT WOULD BE TOO EASY FOR SOMEONE TO TRAP ME AND SUCCEED IN **UN-MASKING** ME!!

AND SO, IT TAKES THE ONCE-MIGHTY SPIDER-MAN ALMOST AN HOUR TO MAKE A JOURNEY WHICH, JUST A SHORT TIME EARLIER, HE WOULD HAVE COMPLETED IN LESS THAN THREE MINUTES BY EFFORT-LESS ROOFTOP TRAVEL! THEN, AFTER CHANGING CLOTHES...

YOU LOOK **PALE**, DEAR! IS ANYTHING WRONG?

NO, AUNT MAY! I GUESS I'VE JUST BEEN STUDY-ING TOO HARD!

WHY DON'T YOU LIE DOWN FOR A WHILE, PETER? I'LL BRING YOUR DINNER UP TO YOU!

THANKS, AUNT MAY! I WILL!

AFTER TODAY, I'LL NEVER HAVE TO KEEP THE TRUTH FROM HER AGAIN! NO MORE DECEPTION AS SPIDER-MAN!

IT ALL HAPPENED SO FAST... SO UNEXPECTEDLY! I ALWAYS WISHED I WERE JUST A NORMAL TEEN-AGER AGAIN... BUT **NOW**, WHAT NEXT? WHAT DO I **DO** WITH MY LIFE??



MEANWHILE, AT THE HIDEOUT OF DR. OCTOPUS, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED VULTURE!



NOW THAT WE'RE ALL HERE, WE'LL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!

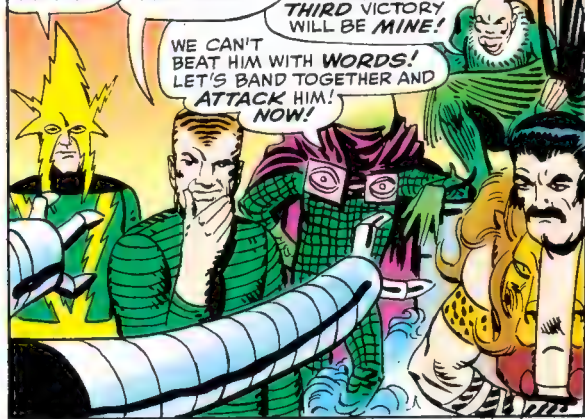
SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!

WHATEVER THE PLAN IS, SAND-MAN IS FOR IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!

WE ALL HAVE A SCORE TO SETTLE WITH THE ELUSIVE SPIDER-MAN!

HE DEFEATED ME TWICE! BUT THIS WILL BE DIFFERENT! THE THIRD VICTORY WILL BE MINE!

WE CAN'T BEAT HIM WITH WORDS! LET'S BAND TOGETHER AND ATTACK HIM! NOW!



HE'S TOO FAST! HE'D FIND SOME WAY TO ESCAPE US!

PERHAPS YOU'RE RIGHT! BUT THERE MUST BE A WAY TO FORCE HIM TO BATTLE US!

OF COURSE THERE IS! THAT'S THE PURPOSE OF THIS MEETING! NOW BE QUIET, ALL OF YOU! I HAVE IT ALL FIGURED OUT!

I SAY WE MUST ATTACK ALL AT ONCE! HIS POWER IS NOT GREAT ENOUGH TO DEFEAT ALL SIX OF US!

BAH! I'M WISE TO HIS TRICKS BY NOW! I CAN LICK HIM ALONE NEXT TIME WE MEET!

KRAVEN DOES NOT HUNT IN A PACK! ONLY BY A SOLO VICTORY WILL I ACHIEVE THE REVENGE I SEEK!



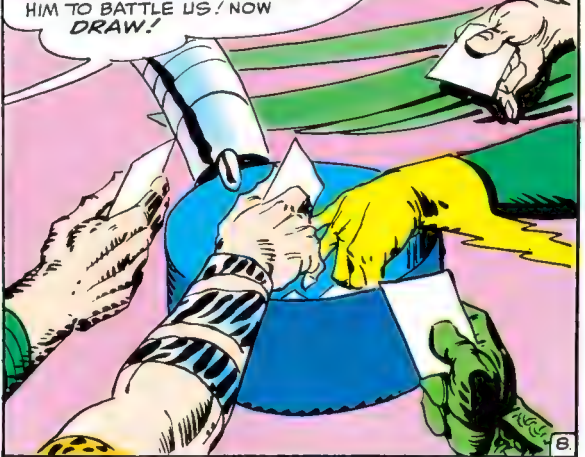
BUT HE'S BEATEN ALL OF YOU IN THE PAST! WHY TAKE NEEDLESS CHANCES??

I DON'T CARE HOW WE DO IT! I'M JUST ITCHIN' TO TACKLE HIM!

NOW THAT YOU'VE ALL HAD YOUR SAY, I'LL TELL YOU MY PLAN! I BELIEVE IT WILL SATISFY EACH OF YOU!

WE WILL EACH DRAW A NUMBER, AND WE WILL FIGHT HIM, ONE AT A TIME, IN THE ORDER OF THE DRAWING! I HAVE WORKED OUT A DETAILED SCHEME WHICH WILL FORCE HIM TO BATTLE US! NOW DRAW!

GOOD! ACTION AT LAST!







ON EACH OF YOUR CARDS I HAVE WRITTEN A **LOCATION**! IT IS THE PLACE WHERE YOU WILL BATTLE OUR COMMON ENEMY... AND EACH LOCATION IS BEST SUITED FOR YOUR PARTICULAR TALENTS! I HAVE LEFT NOTHING TO CHANCE, AS YOU SHALL **SEE!**



IF I'M THE FIRST, THERE WILL BE NO FURTHER BATTLES!

ENOUGH TALK! LET'S LOOK AT THE CARDS!

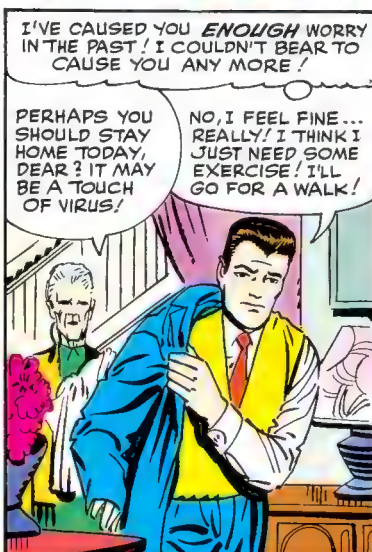
SPIDER-MAN WILL HAVE NO CHOICE! HE WILL HAVE TO FIGHT ONE AFTER ANOTHER... AND **EACH** ONE OF US WILL WEAKEN HIM A LITTLE BIT MORE, SO HIS CHANCES WILL GROW SLIMMER AFTER EACH BATTLE!



THE NEXT DAY, AN UNSUSPECTING PETER PARKER LISTLESSLY TOYS WITH HIS BREAKFAST...

PETER, YOU'VE HARDLY TOUCHED YOUR EGGS! SOMETHING **MUST** BE TROUBLING YOU!

I'M SORRY, AUNT MAY! I'M JUST NOT HUNGRY, THAT'S ALL! THERE'S NOTHING FOR YOU TO WORRY ABOUT... HONEST!



I'VE CAUSED YOU **ENOUGH** WORRY IN THE PAST! I COULDN'T BEAR TO CAUSE YOU ANY MORE!

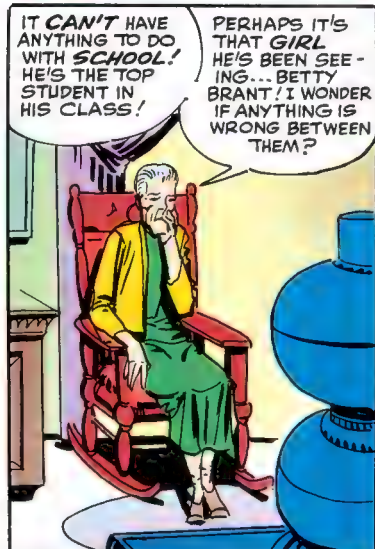
PERHAPS YOU SHOULD STAY HOME TODAY, DEAR? IT MAY BE A TOUCH OF VIRUS!

NO, I FEEL FINE... REALLY! I THINK I JUST NEED SOME EXERCISE! I'LL GO FOR A WALK!



THE POOR BOY! HE CAN'T FOOL ME! **SOMETHING** IS BOTHERING HIM! IF ONLY I COULD HELP HIM!

BUT BOYS ARE SO RELUCTANT TO CONFIDE IN OLDER PEOPLE! IF ONLY THEY'D REALIZE WE UNDERSTAND MORE THAN THEY THINK!



IT **CAN'T** HAVE ANYTHING TO DO WITH **SCHOOL**! HE'S THE TOP STUDENT IN HIS CLASS!

PERHAPS IT'S THAT **GIRL** HE'S BEEN SEEING... BETTY BRANT! I WONDER IF ANYTHING IS WRONG BETWEEN THEM?



MEANTIME, AT MIDTOWN HIGH SCHOOL... I WONDER WHERE PETER PARKER IS TODAY!?

SAY, THAT'S RIGHT! HE'S NOT HERE IN CLASS!

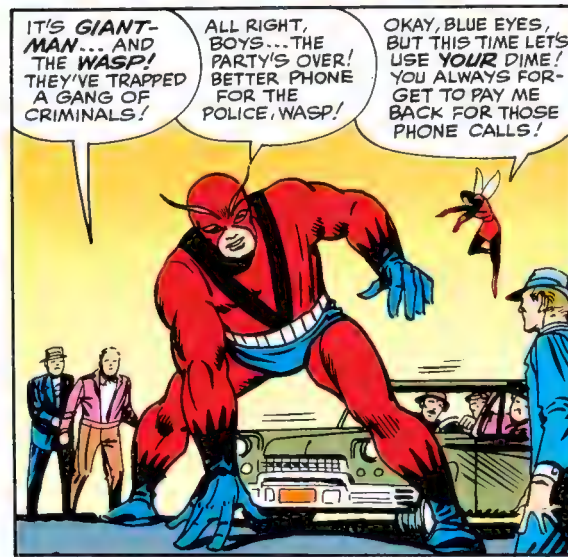
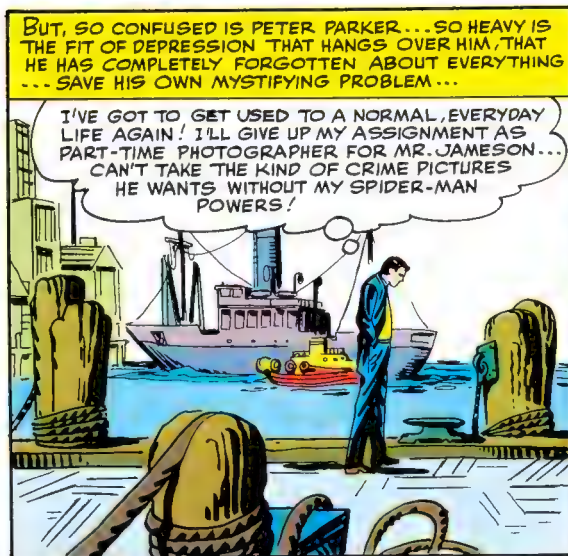
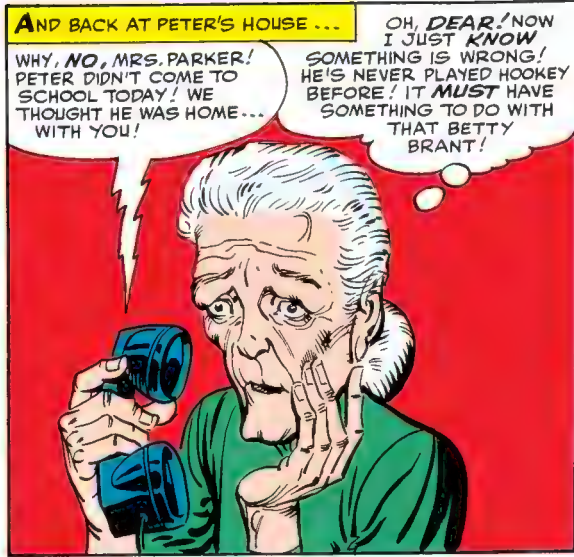
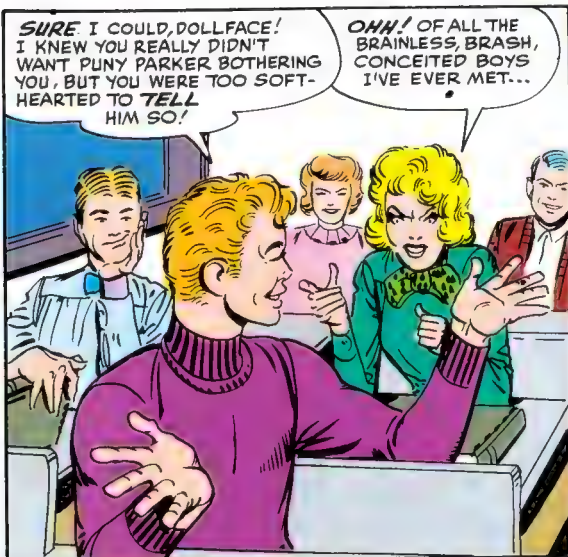
MUST BE SOMETHING IMPORTANT! THIS IS THE FIRST DAY HE'S MISSED!



IF YOU ASK **ME**, IT'S BECAUSE I **SCARED** THE PANTYWAIST YESTERDAY! HE'S PROBABLY OUT TRANSFERRING TO ANOTHER SCHOOL BY NOW!

FLASH THOMPSON, I DON'T **BELIEVE** YOU! YOU **COULDN'T**...!







AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE **DAILY BUGLE** BUILDING, WE FIND...

MISS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?

WHY, MRS. PARKER, OF **COURSE** YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!

WHILE TWO SINISTER FIGURES WATCH NEARBY...

THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT **WITH** HER?

WHAT'S THE DIFFERENCE?! WE'LL TAKE THEM **BOTH** IF WE HAVE TO! LET'S GO!

AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...

I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!

SAY! WHAT'S GOING ON THERE??!

SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE **CAR** IS SHE GETTING INTO?? I'D SWEAR THAT'S THE **SANDMAN**... WITH **ELECTRO** INSIDE!

WAIT! COME BACK! STOP!!

NO USE! THEY'VE GONE! BUT... WHERE?!

MINUTES LATER...

THEY'RE **HERE!** ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT DO!

AH, MISS BRANT! COME IN! I'VE BEEN **EXPECTING** YOU! AND WHO IS THAT CHARMING LADY **WITH** YOU?

SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!

IT'S... **DOCTOR OCTOPUS!** WHY DID YOU HAVE US BROUGHT HERE?

A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!

YOU MEAN YOU HAVEN'T **HEARD** OF HIM?! DON'T LET HIS LOOKS **DECEIVE** YOU, MRS. PARKER!

NOW, NOW, DEAR... WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!

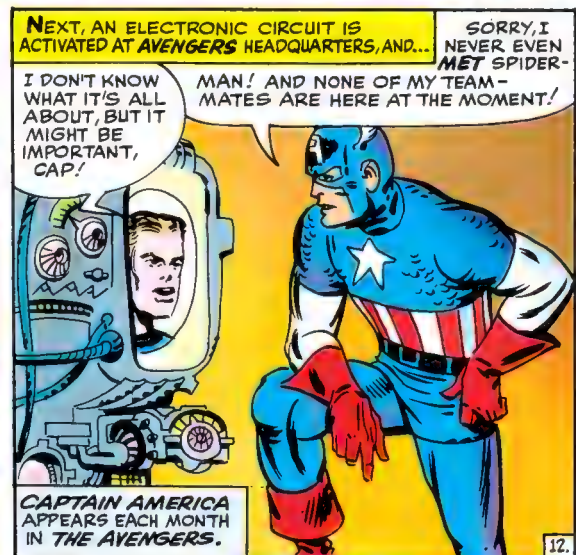
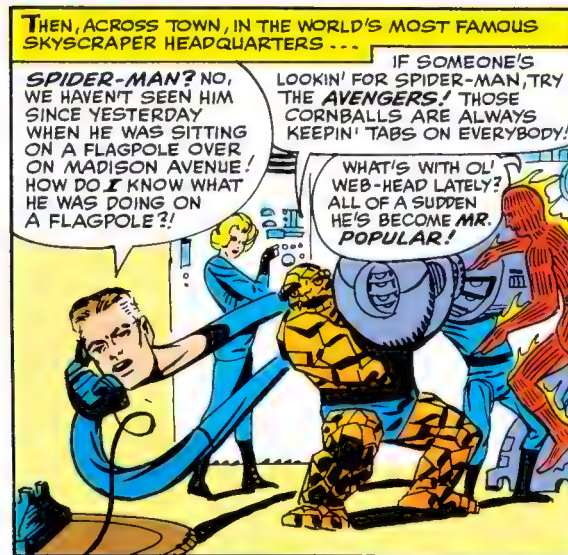
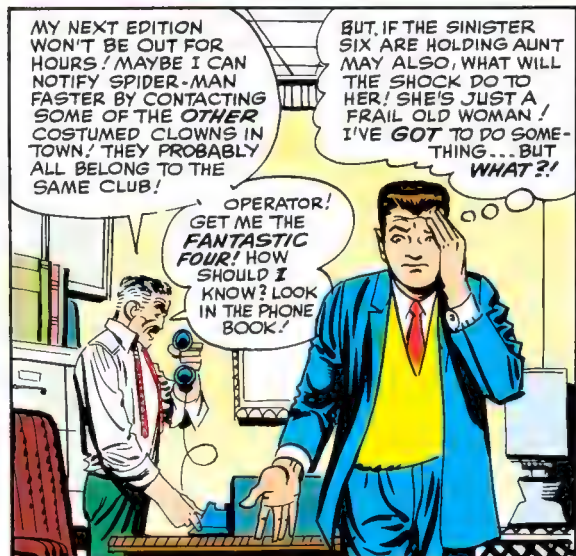
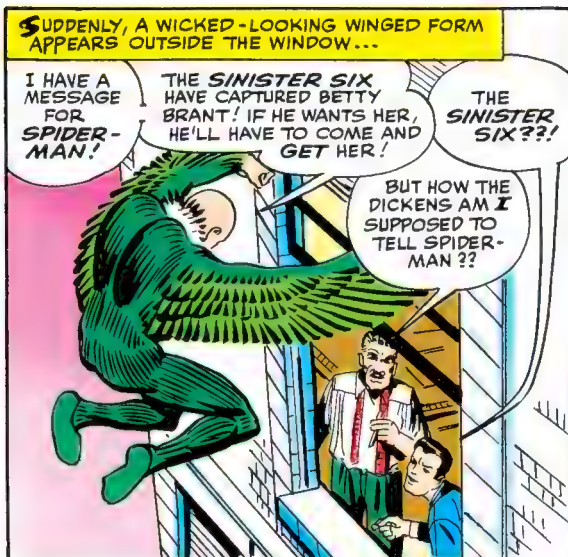
SIT DOWN, PLEASE... MAKE YOURSELVES COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!

LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...

I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND **ELECTRO**?! IT DOESN'T SOUND **POSSIBLE!**

OKAY, BIG BRAIN! SO IT'S IMPOSSIBLE! SO YOU TELL **ME** WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!



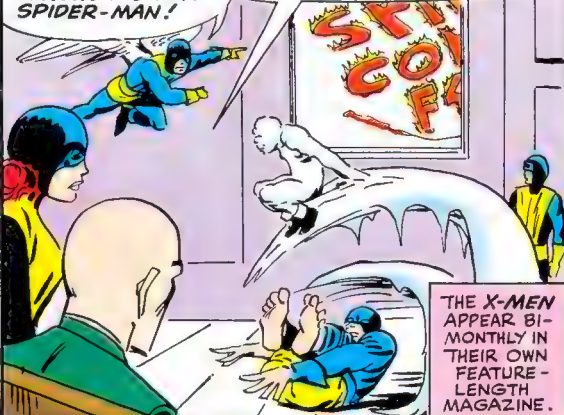




**SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY X-MEN...**

LOOK! A FLAMING MESSAGE IN THE SKY FROM THE **HUMAN TORCH**! IT'S FOR **SPIDER-MAN**!

**IGNORE IT!** IT DOES NOT CONCERN **US**! CONTINUE WITH YOUR TRAINING PROGRAM!



THE X-MEN APPEAR BI-MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

**MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME...**

HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST ANY OF MY OLD FOES... LET ALONE **SIX** OF THEM!

BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE GOT TO SHOW MYSELF... FOR **THEIR** SAKE!



AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!

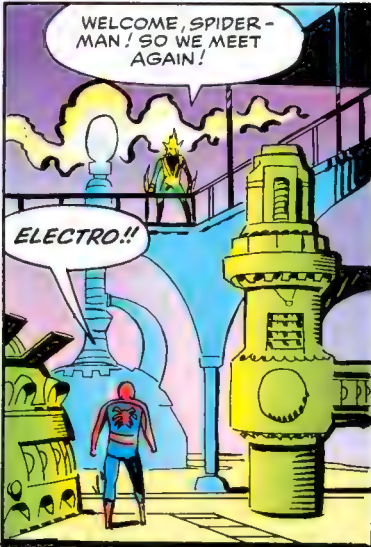


**LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...**

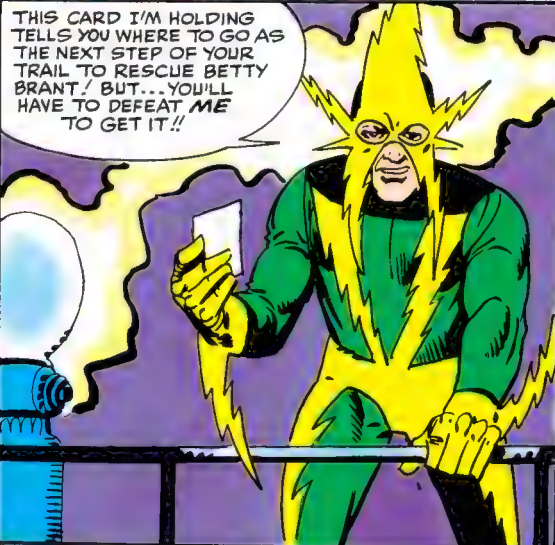
BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??



WELCOME, SPIDER-MAN! SO WE MEET AGAIN!



THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT... YOU'LL HAVE TO DEFEAT **ME** TO GET IT!!



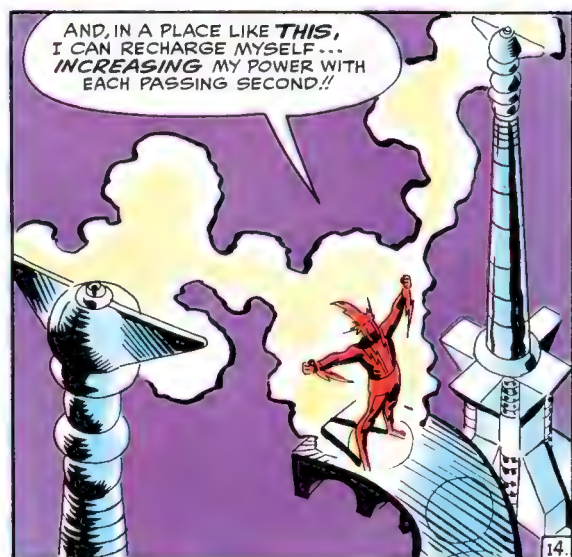
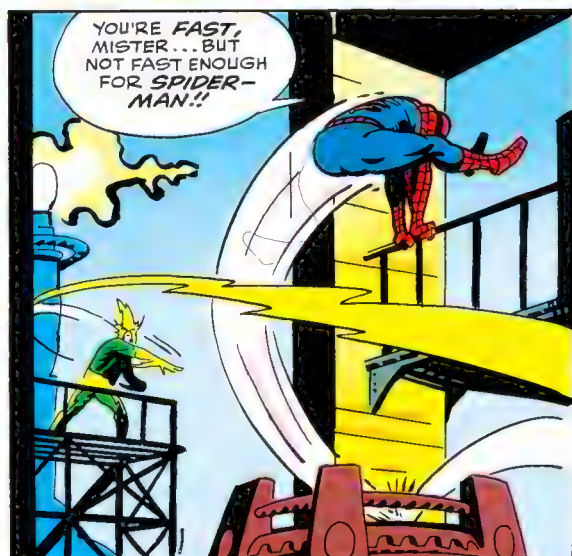
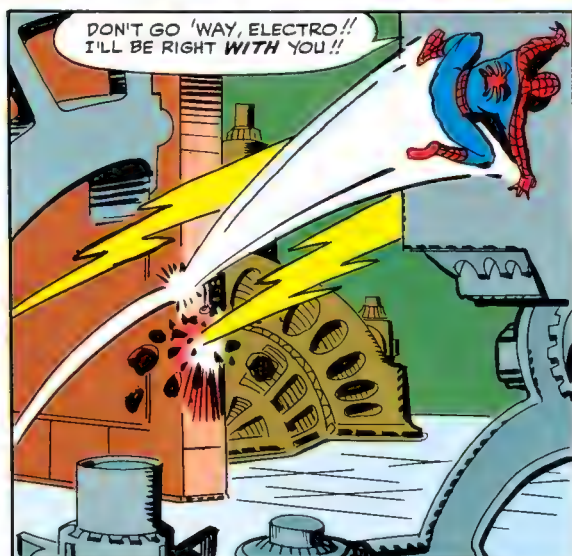
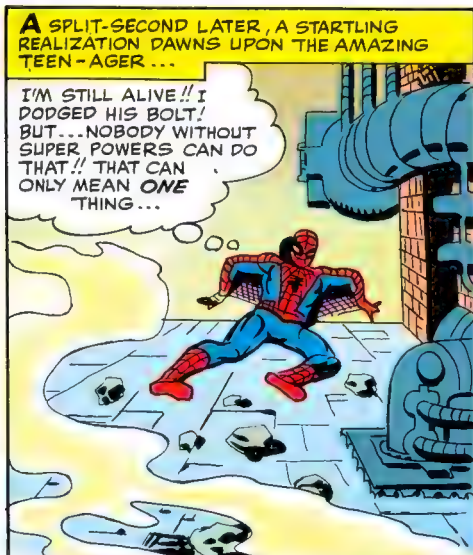
AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO... LET THE JOUST BEGIN!!

HE'S HURLING AN **ELECTRIC BOLT** AT ME!

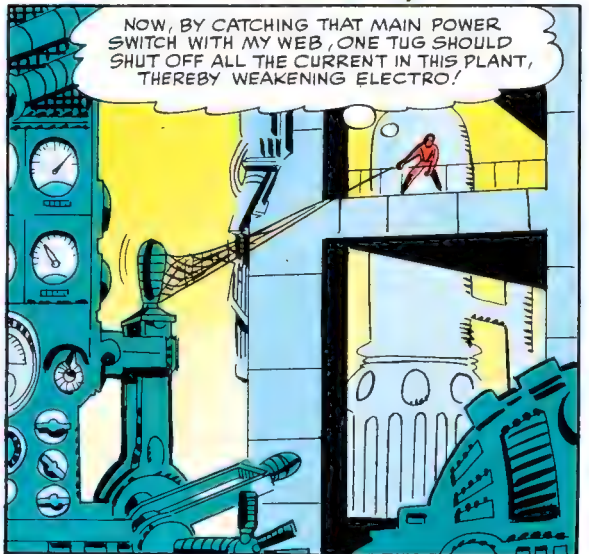
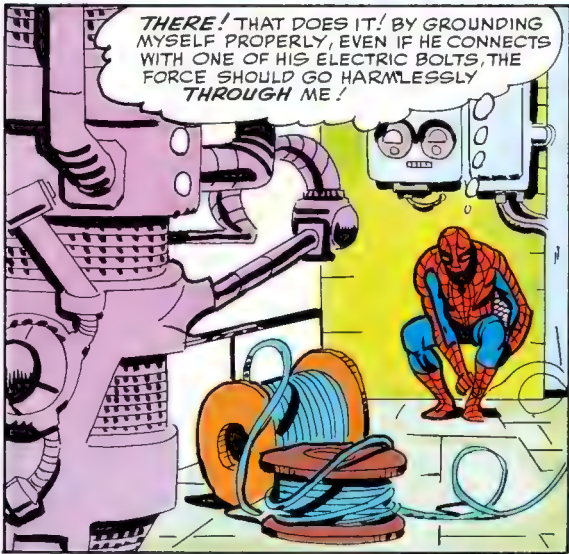
NO! NO! DON'T... STOP!!









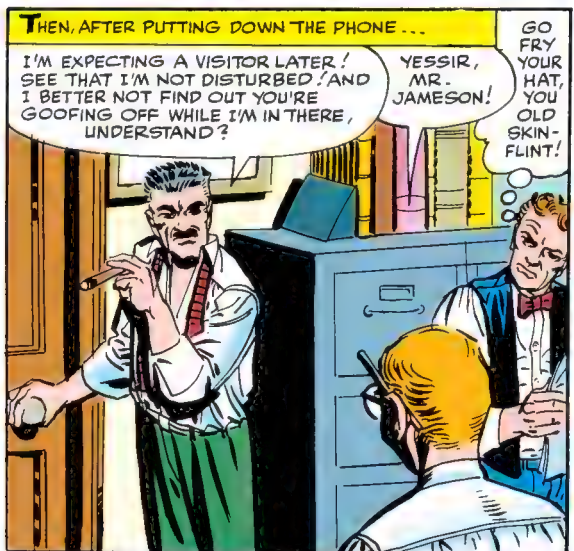
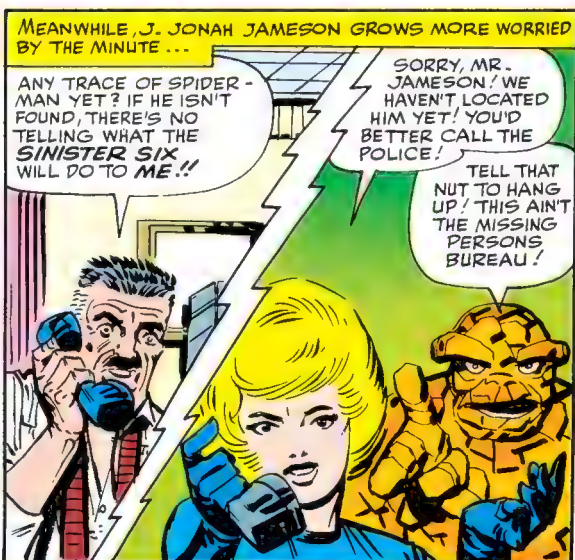




AND **NOW**, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONGS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD **SPIDER-MAN!!**

**WHOO!**











WITH EVERY NERVE TINGLING... EVERY SENSE HONED TO A RAZOR SHARP EDGE... THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!

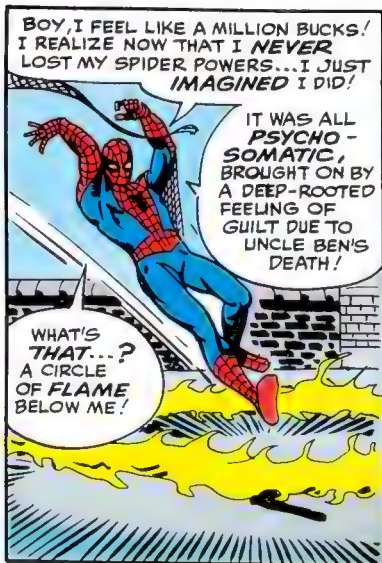
MISSED ME, ALL THREE OF YOU!! THAT *DOES* IT, KRAVEN! YOU *HAD* YOUR CHANCE! WITH *SPIDER-MAN*, THERE AREN'T ANY SECOND TRIES!



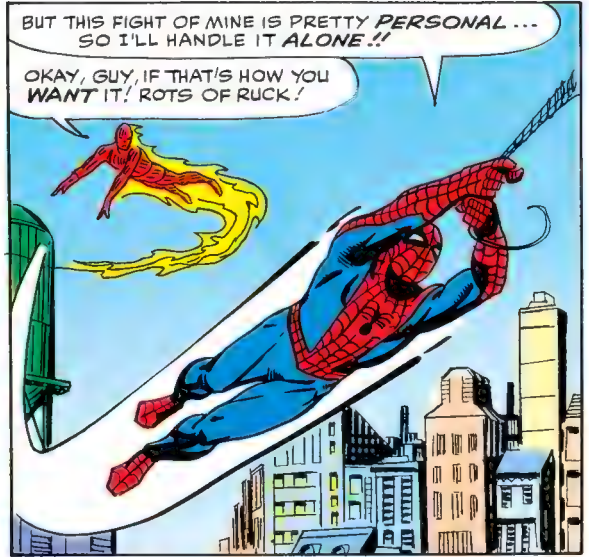
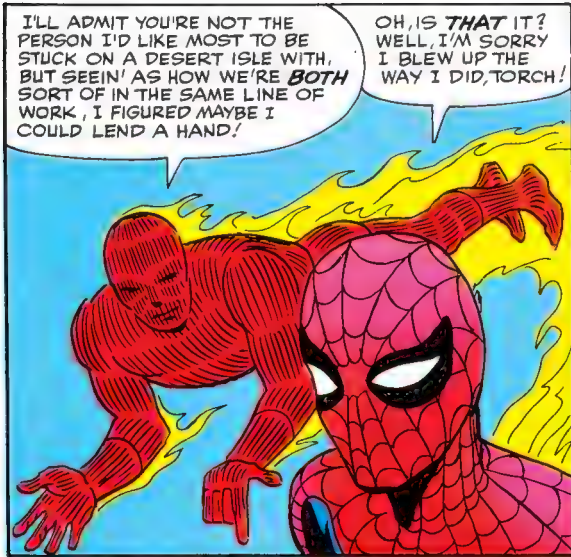




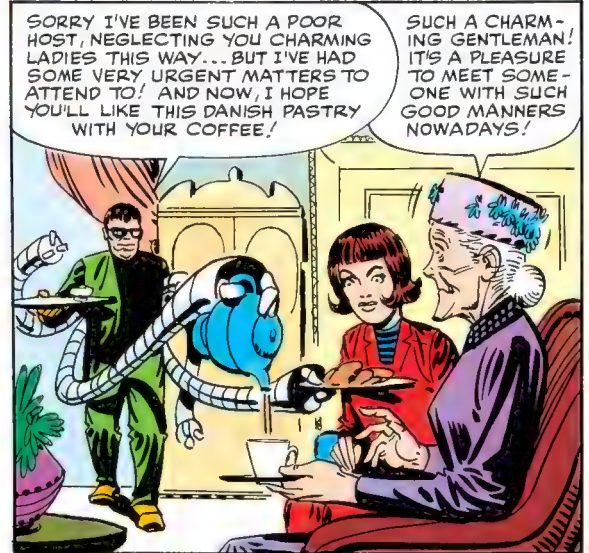








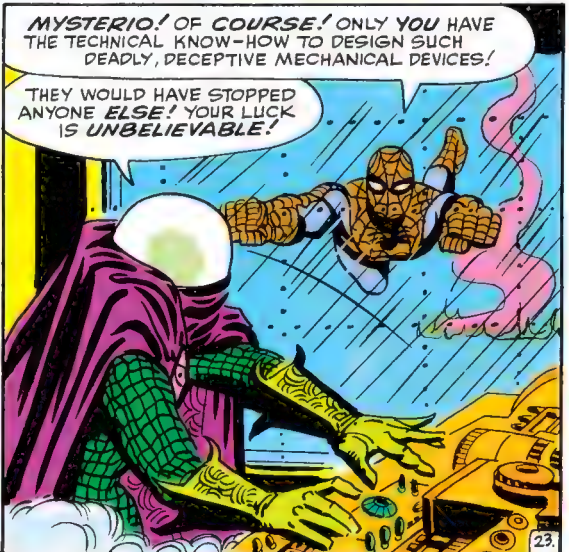
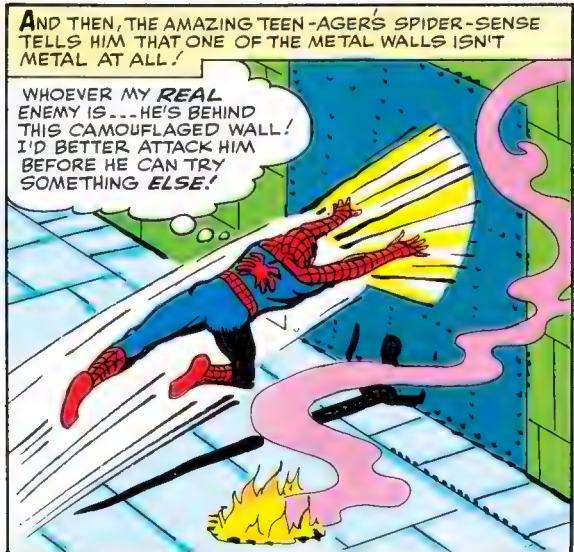
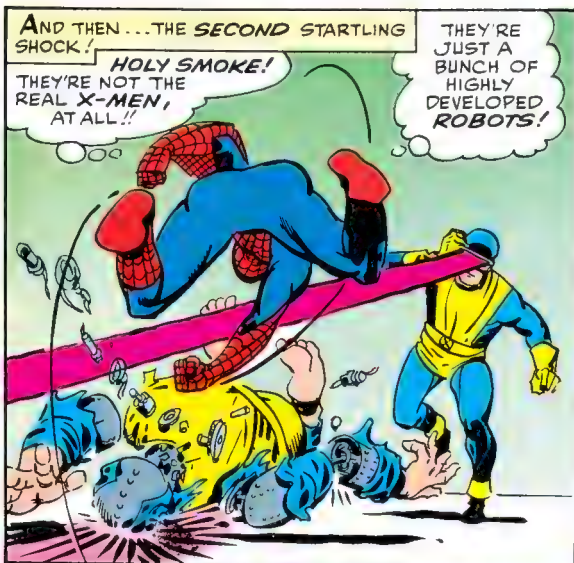
MEANWHILE, THE MAN WHO HAS ENGINEERED THE WHOLE COMPLICATED PLAN OF REVENGE AGAINST SPIDER-MAN, WATCHES THE RESULTS SO FAR WITH KEEN INTEREST AND MOUNTING DISAPPOINTMENT...



AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN, SPIDER-MAN RECEIVES A RUDE SHOCK!







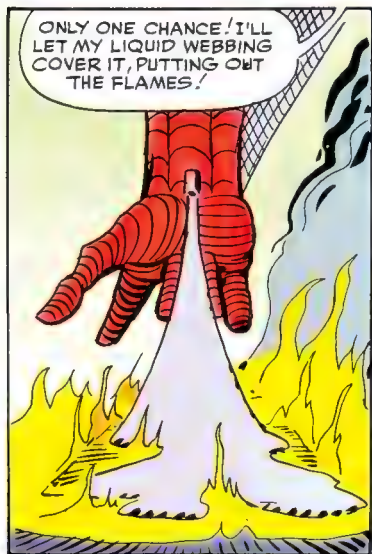
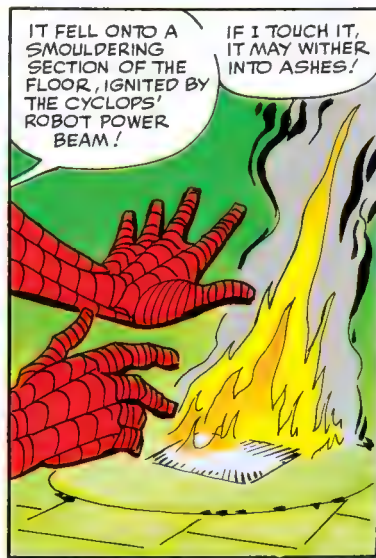
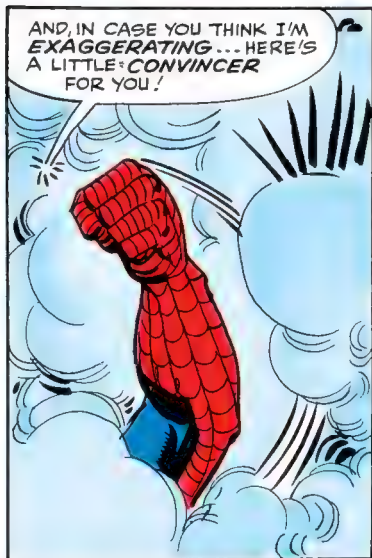


LUCK, YOU CALL IT??  
MISTER, YOU DON'T KNOW  
THE HALF OF IT! I'M THE  
ORIGINAL HARD-LUCK  
KID!

BUT THAT WON'T STOP ME  
FROM PLAYIN' A DRUM SOLO  
ON THAT GLASS FISHBOWL  
OF YOURS UNLESS YOU GIVE  
ME THE CARD WITH MY FOURTH  
DESTINATION ON IT!!









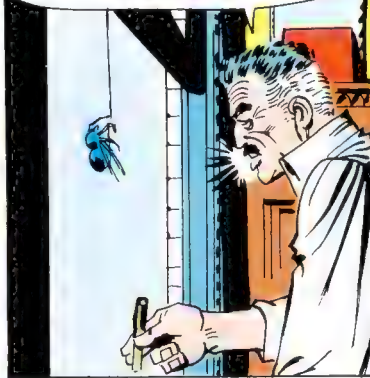
MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON ...

WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE?? HOW CAN I KNOW IF... HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!



HMM...IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?

WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE...GIVE ME THE MESSAGE!



AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE ...

IS OL'SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?

IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!

C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?



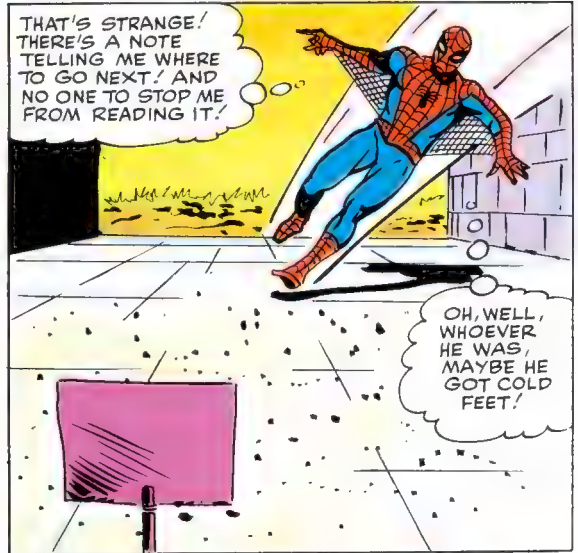
BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION..

IT'S NOTHING MORE THAN A WALLED-IN COURT! I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?



THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!

OH, WELL, WHOEVER HE WAS, MAYBE HE GOT COLD FEET!



BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!

SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!

I'VE WAITED A LONG TIME FOR THIS MOMENT... AND NOW AT LAST IT'S HERE!!



SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!

KNOW SOMETHING, BUTTER-CUP? I PLAN ON JUST DOING THAT LITTLE THING!





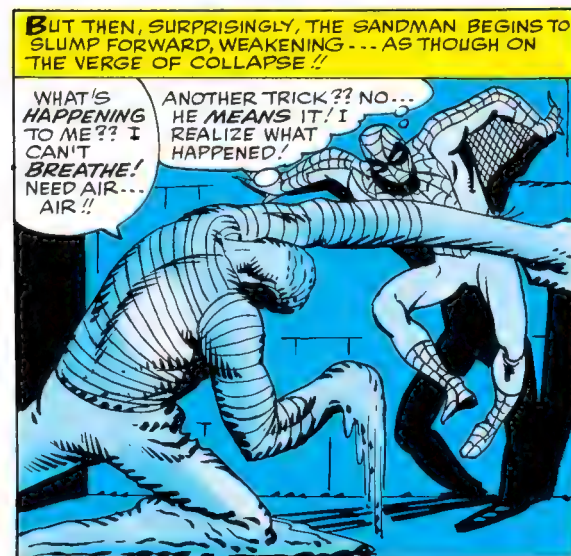
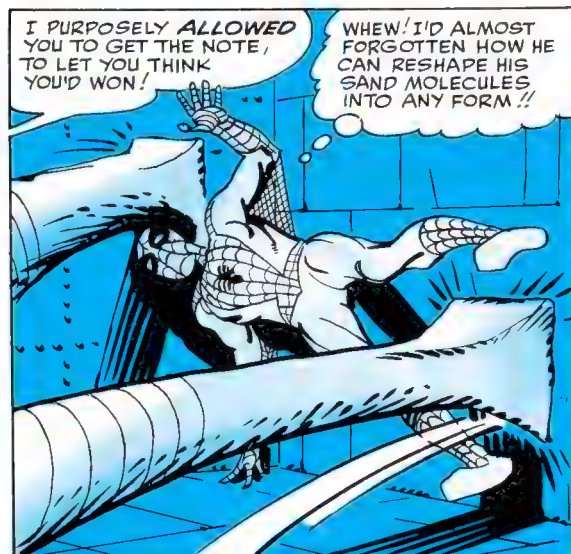
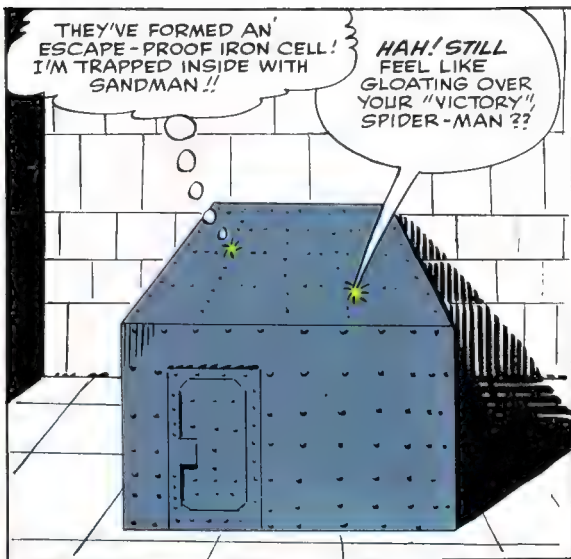
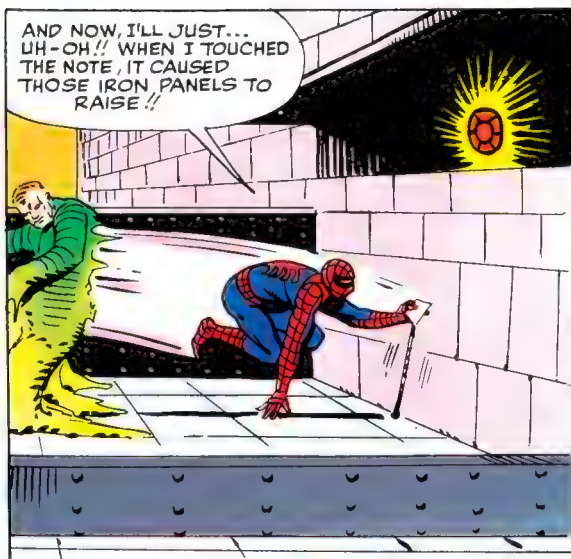
YOU'RE HELPING ME TO BEAT  
YOU BECAUSE YOU'RE SUCH A  
**SHOWOFF**, SANDMAN!! IF  
YOU HAD REMAINED IN YOUR  
**SANDY** FORM, I WOULDN'T  
HAVE BEEN ABLE TO WALLOP  
YOU WITH ALL MY SPIDER  
STRENGTH...LIKE **THIS!!**

BUT **NO!** YOU  
HAD TO TAKE  
FORM IN FRONT  
OF MY EYES, TO  
MAKE A DRAMATIC  
APPEARANCE!  
OKAY, SO YOU  
IMPRESSED  
ME!!

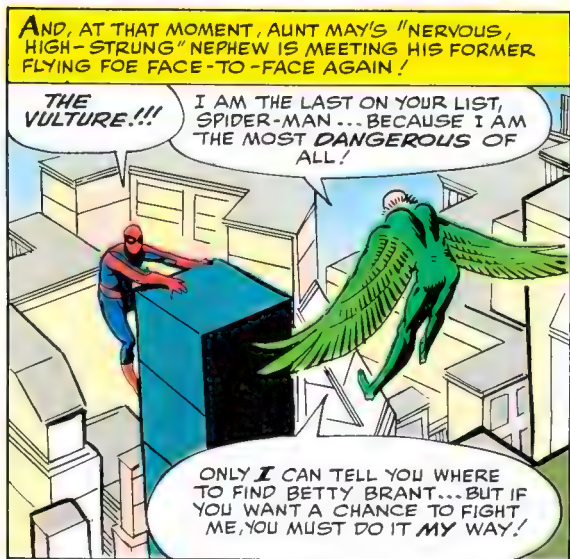
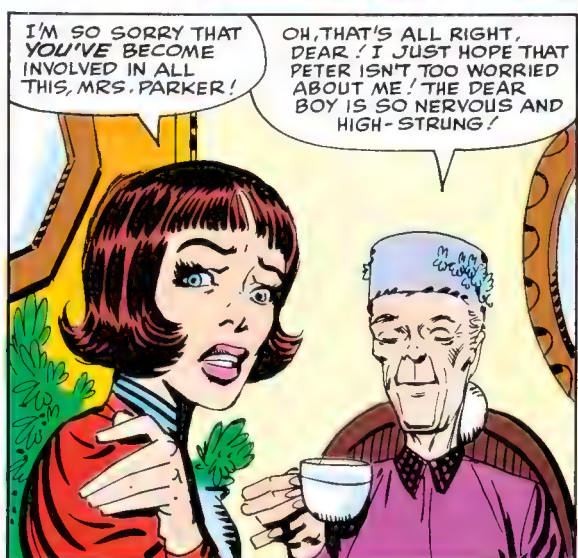
**WHA-P!**



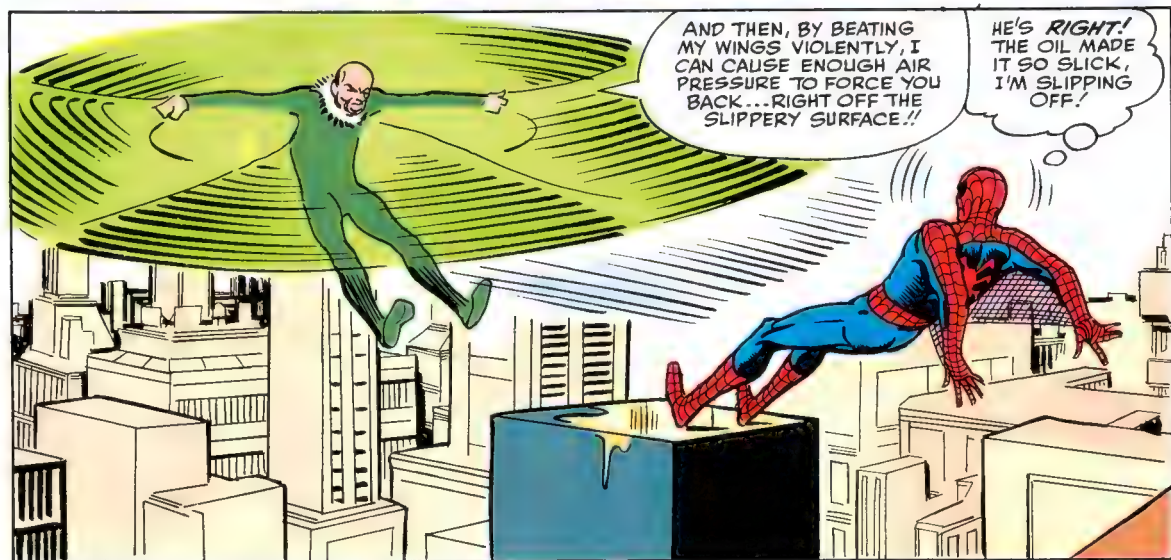




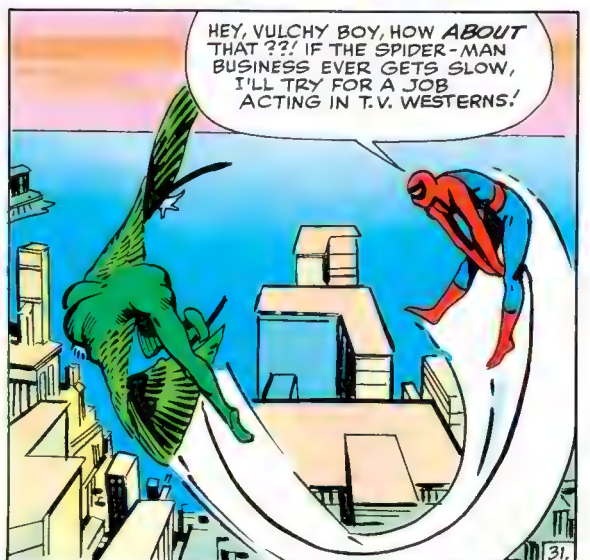
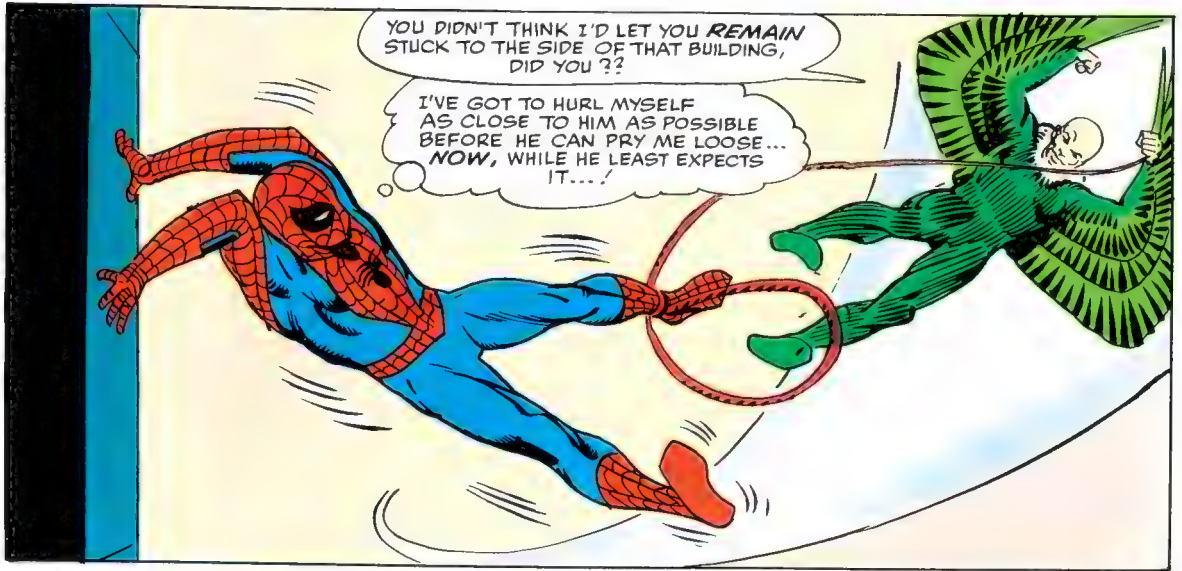












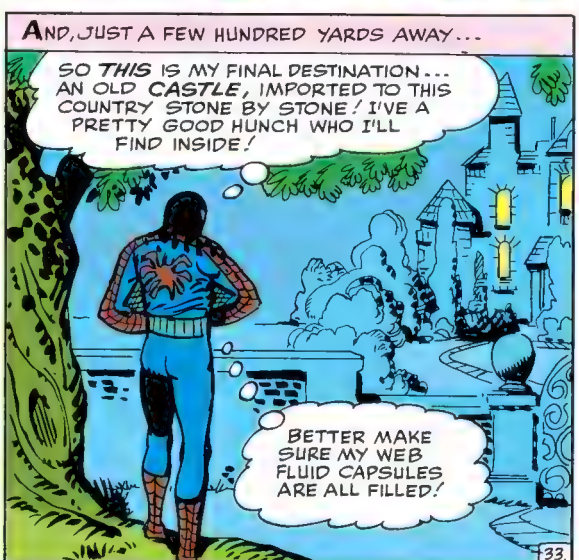
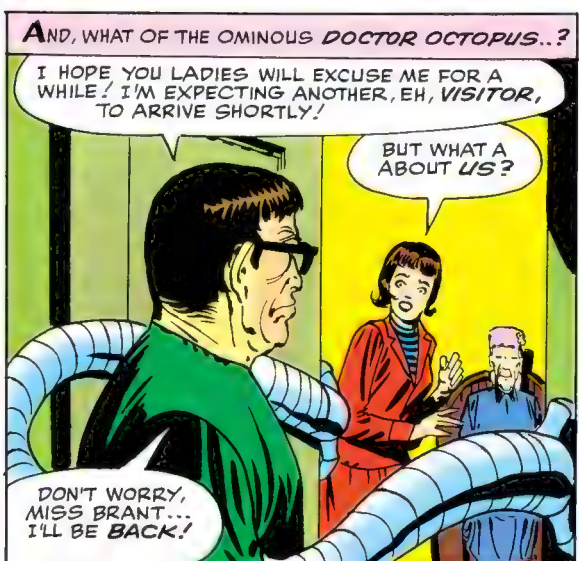
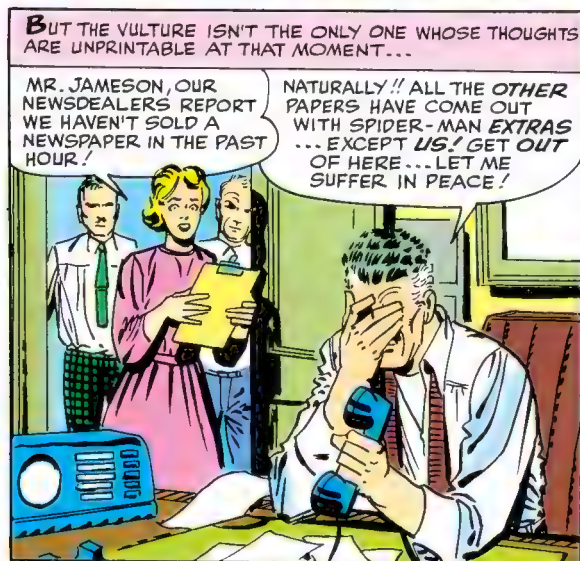


AND NOW, YOU WING-  
FLAPPIN' WEASEL, I'M  
GONNA CLIP YOUR PIN  
FEATHERS FOR YOU !!

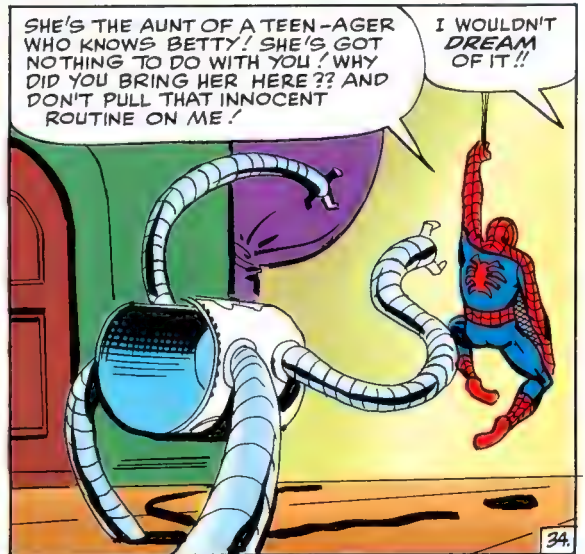
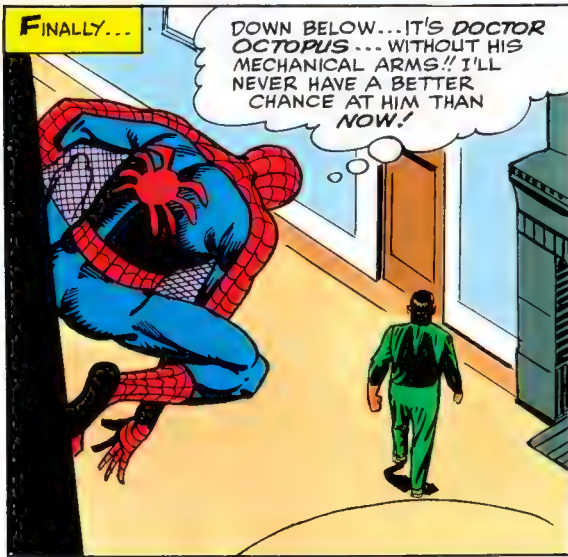
... UNLESS YOU TELL  
ME WHERE TO FIND  
BETTY BRANT... AND  
I MEAN RIGHT NOW,  
HEAR ??

SURE, I'LL TELL YOU !  
YOU'LL NEVER BE ABLE TO  
LEAVE THE PLACE ALIVE,  
ANYWAY ! AND IF YOU DO...  
WE'LL MEET AGAIN, SPIDER-  
MAN ... I'LL SEE TO THAT !

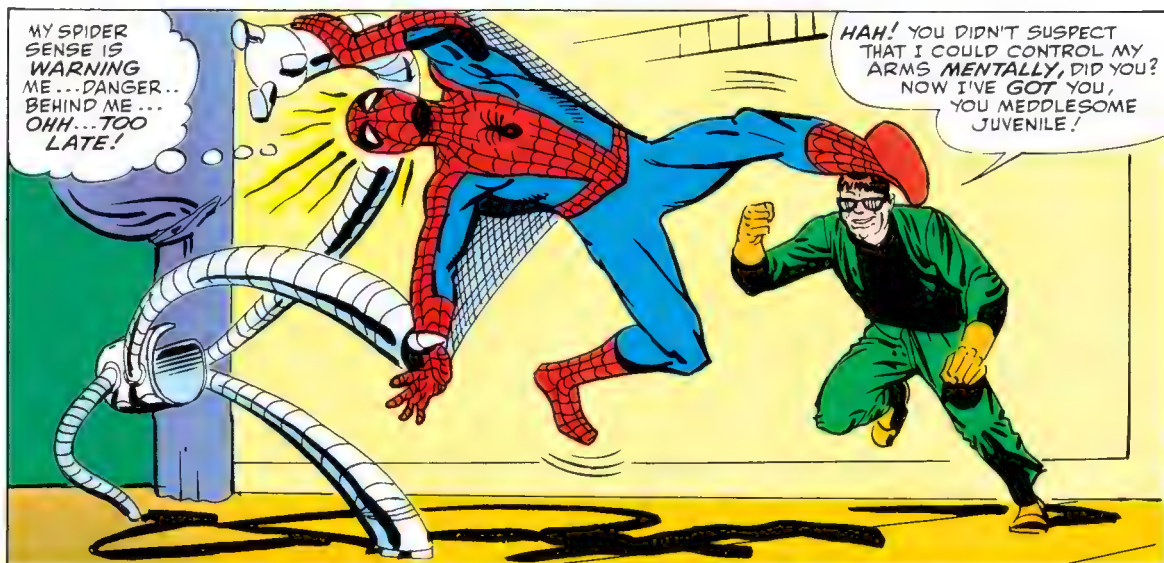










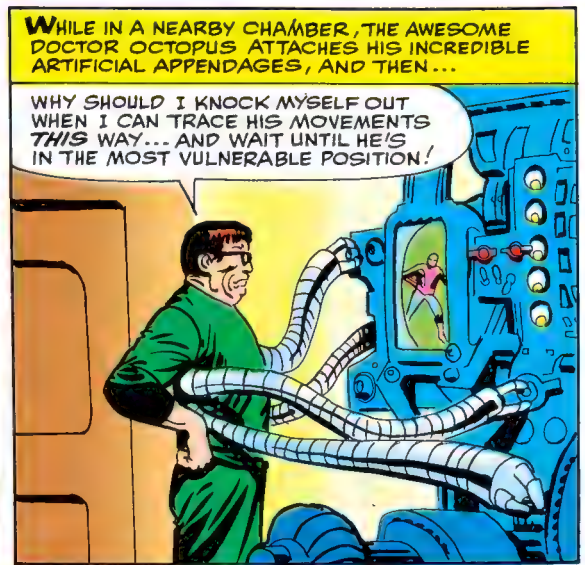






HE'S RECALLED HIS ARMS! THEY'RE GOING BACK TO HIM! NOW WHAT'S HE UP TO!?

OH, WELL, I'LL WORRY ABOUT THAT LATER! I'VE STILL GOT TO FIND BETTY AND AUNT MAY RIGHT NOW!



WHILE IN A NEARBY CHAMBER, THE AWESOME DOCTOR OCTOPUS ATTACHES HIS INCREDIBLE ARTIFICIAL APPENDAGES, AND THEN...

WHY SHOULD I KNOCK MYSELF OUT WHEN I CAN TRACE HIS MOVEMENTS THIS WAY... AND WAIT UNTIL HE'S IN THE MOST VULNERABLE POSITION!



THIS PLACE HAS MORE TWISTS AND TURNS THAN A CORKSCREW! MY SPIDER SENSE IS TINGLING, BUT I DON'T SEE ANYTHING WRONG YET...!

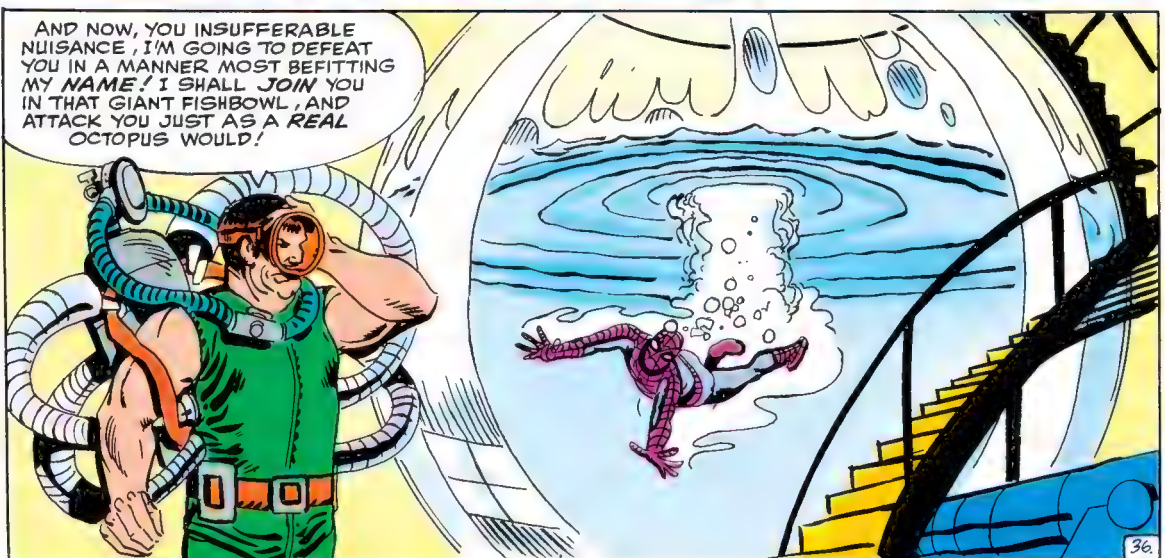


BUT SUDDENLY, A TRAP DOOR OPENS BENEATH SPIDER-MAN'S FEET, AND A POWERFUL BLAST OF AIR FROM THE CEILING FORCES HIM DOWN BEFORE HE CAN LEAP TO SAFETY!

UH-OH! LOOK OUT BELOW!!




BOY! WHAT A MOVIE SERIAL THIS WOULD MAKE! A NEW CLIFF-HANGER EVERY MINUTE!!



AND NOW, YOU INSUFFERABLE NUISANCE, I'M GOING TO DEFEAT YOU IN A MANNER MOST BEFITTING MY NAME! I SHALL JOIN YOU IN THAT GIANT FISHBOWL, AND ATTACK YOU JUST AS A REAL OCTOPUS WOULD!

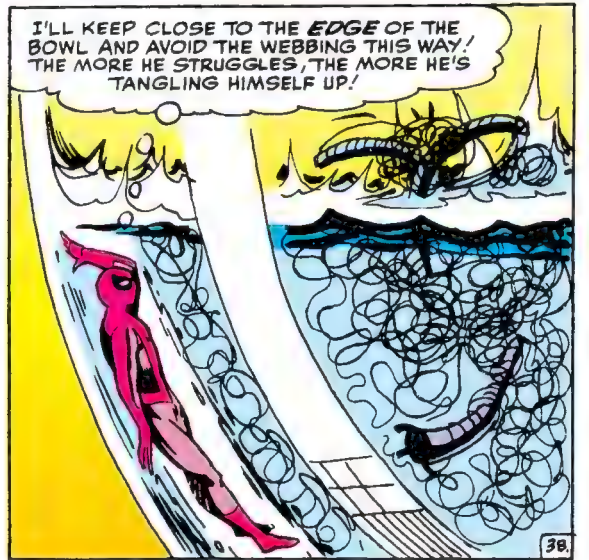
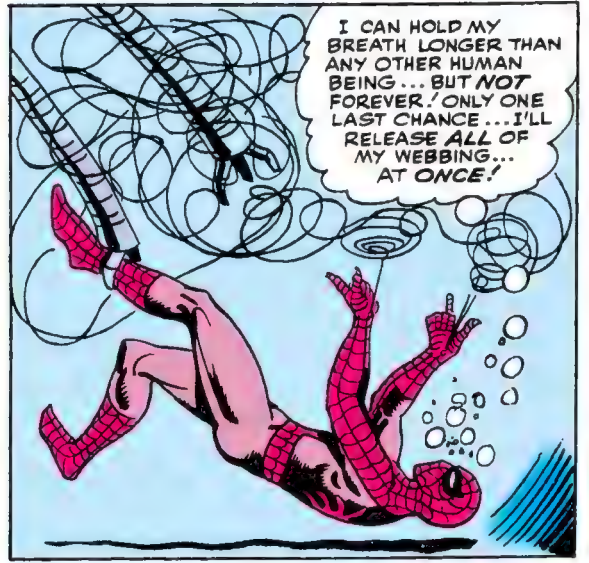
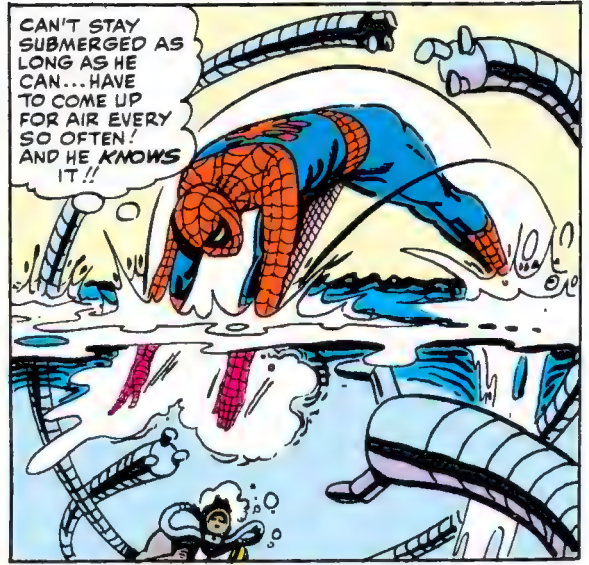
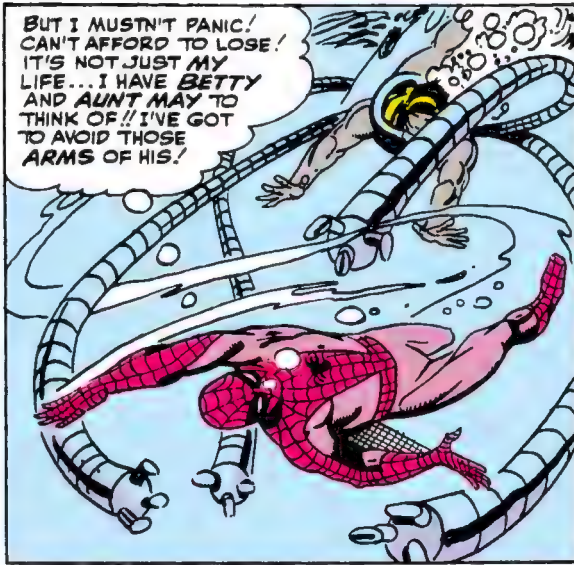


A comic book panel showing Spider-Man and a scuba diver underwater. Spider-Man is in the foreground, upside down, wearing his red and blue suit with a scuba tank on his back. He has a determined expression. A scuba diver in a yellow and blue suit is in the background, also upside down, with a speech bubble coming from him. Several long, segmented, purple tentacles are reaching towards them from the right side. Bubbles are visible around the characters.

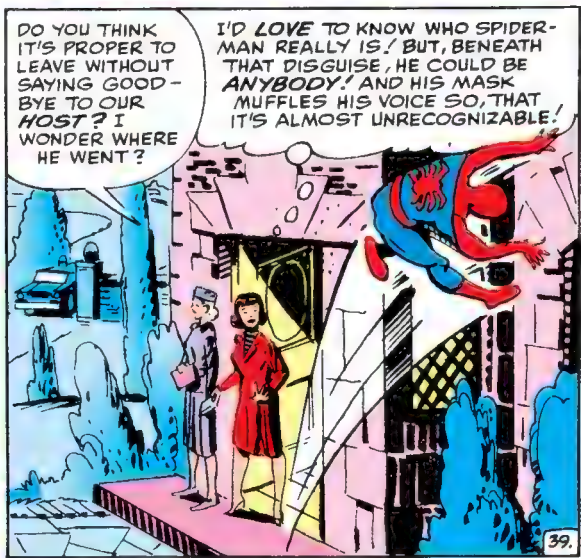
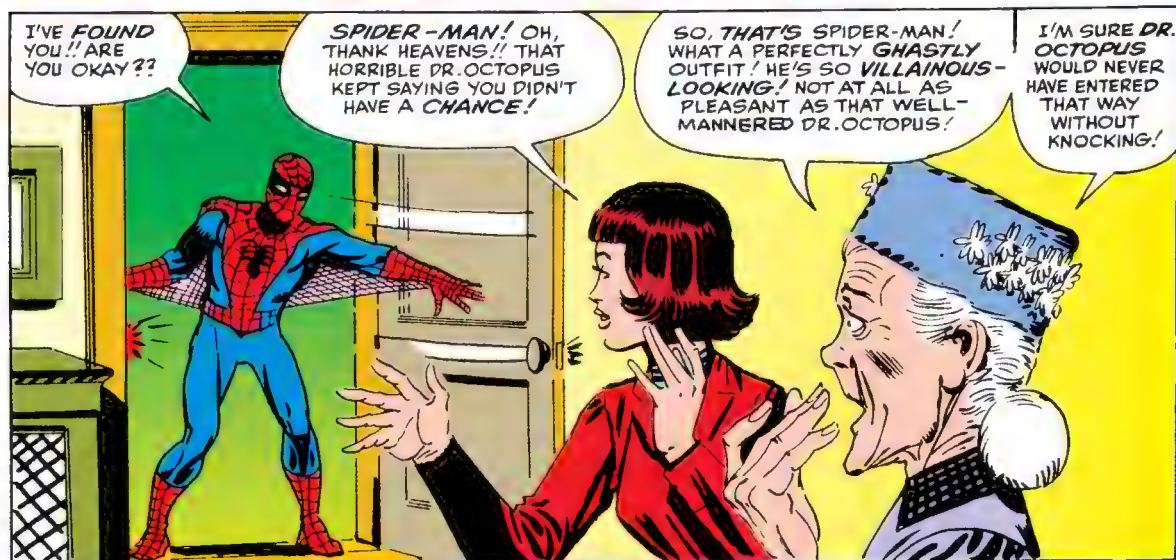
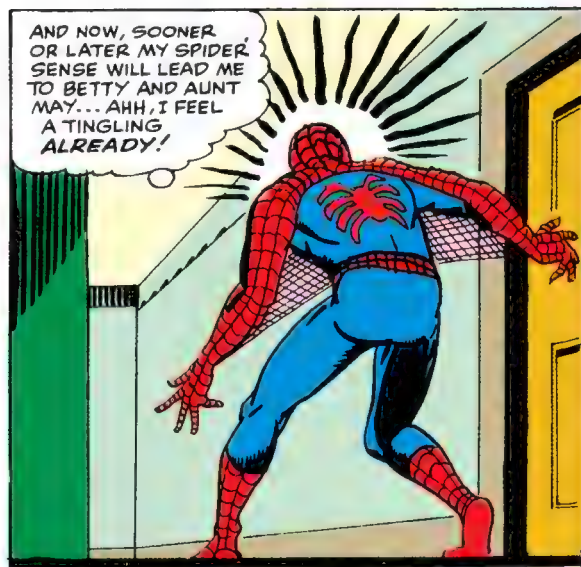
IF YOU'VE ANY LAST WORDS TO UTTER,  
SPIDER-MAN, SAY THEM **NOW**... OH, I'M  
SORRY! I FORGOT YOU CANNOT HEAR ME  
THROUGH MY AIR MASK! WHAT A PITY... I  
NEGLECTED TO FURNISH ONE FOR **YOU**!

I'VE BEEN IN TIGHT  
SPOTS **BEFORE**... BUT  
SOMETHING TELLS ME  
THEY'RE GONNA SEEM  
LIKE **PICNICS** COMPARED  
TO THE JAM I'M IN **NOW**!













I'VE GOT TO REACH HOME BEFORE AUNT MAY, AND MEET HER AT THE DOOR, SO SHE NEVER SUSPECTS ANYTHING!



AND A SHORT TIME LATER, AS A POLICE CAR DRIVES UP TO THE DOOR ...

AUNT MAY! I WAS SO WORRIED ABOUT YOU!

SHE'S ALL RIGHT, PETER! EVERYTHING IS FINE!

OF COURSE I'M ALL RIGHT, DEAR! I HAD A VERY NICE VISIT WITH THE MOST INTERESTING MAN!

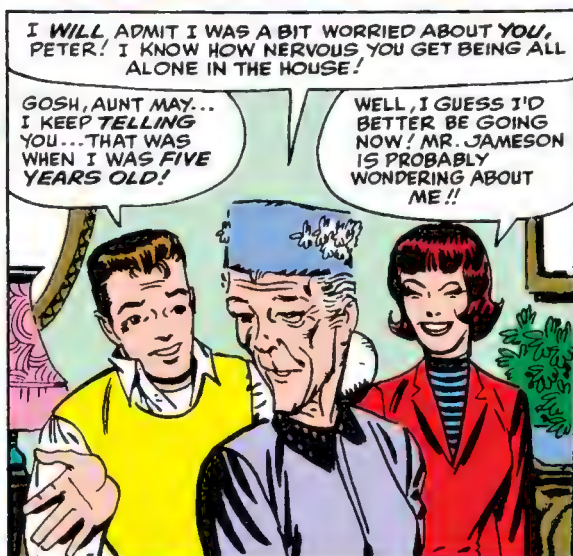
I GUESS YOU WON'T NEED US ANY MORE, LADIES!



YOU MEAN, YOU'RE NOT ALL SHOOK-UP, OR ANYTHING??

HEAVENS, NO! AND I'VE ASKED YOU NOT TO USE THAT AWFUL SLANG, HAVEN'T I, PETER?

YOUR AUNT IS A VERY, EH... UNUSUAL WOMAN, PETER!



I WILL ADMIT I WAS A BIT WORRIED ABOUT YOU, PETER! I KNOW HOW NERVOUS YOU GET BEING ALL ALONE IN THE HOUSE!

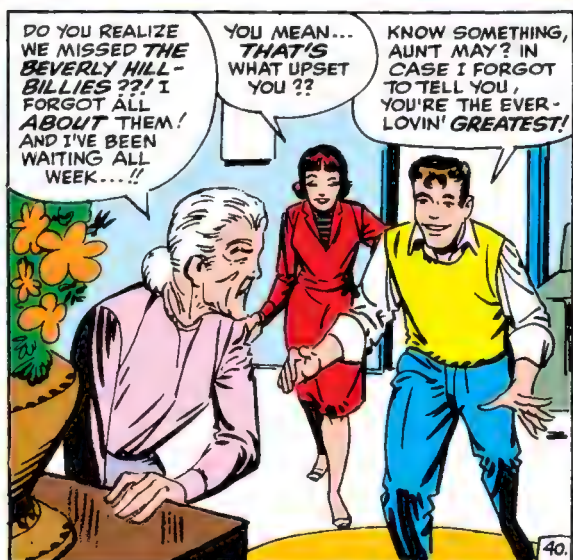
GOSH, AUNT MAY... I KEEP TELLING YOU... THAT WAS WHEN I WAS FIVE YEARS OLD!

WELL, I GUESS I'D BETTER BE GOING NOW! MR. JAMESON IS PROBABLY WONDERING ABOUT ME!!



NONSENSE, DEAR! I'LL GET SOME COOKIES AND MILK, AND WE'LL ALL SIT DOWN FOR A FEW MINUTES AND... OH!!! OH HEAVENS!!

THIS IS WHAT I WAS AFRAID OF! A DELAYED SHOCK REACTION! SHE'S JUST REALIZING WHAT SHE WENT THROUGH NOW!

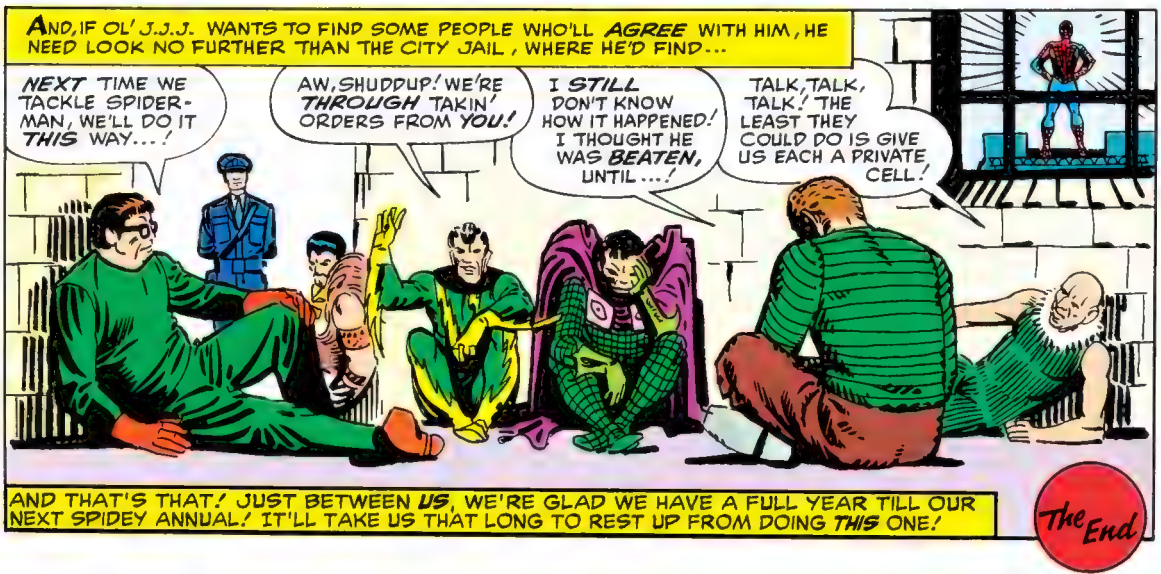
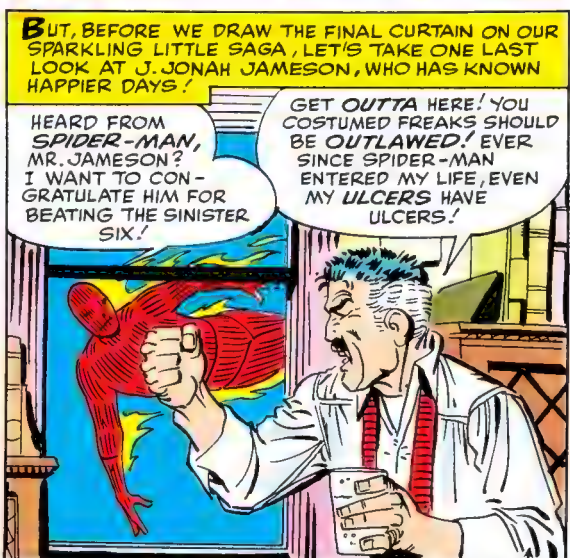


DO YOU REALIZE WE MISSED THE BEVERLY HILL-BILLIES?? I FORGOT ALL ABOUT THEM! AND I'VE BEEN WAITING ALL WEEK...!!

YOU MEAN... THAT'S WHAT UPSET YOU??

KNOW SOMETHING, AUNT MAY? IN CASE I FORGOT TO TELL YOU, YOU'RE THE EVER-LOVIN' GREATEST!







A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# the BURGLAR

FIRST APPEARED  
IN...

**AMAZING  
FANTASY**

15  
AUG.

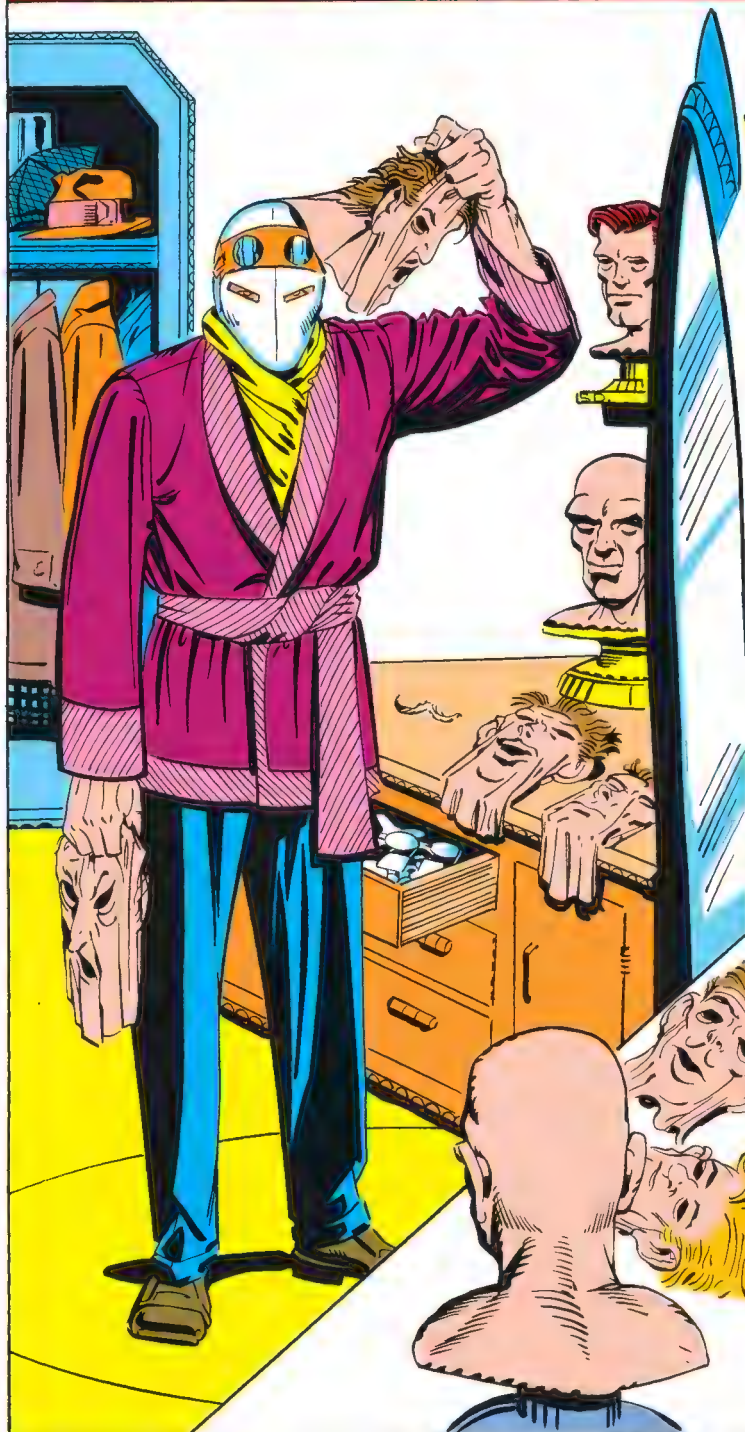
THIS UNNAMED THIEF IS THE MAN RESPONSIBLE FOR SPIDER-MAN'S VOW TO USE HIS GREAT POWERS TO COMBAT CRIME! FOR, IT WAS THIS ARMED THUG WHO CAUSED THE DEATH OF PETER PARKER'S BELOVED UNCLE, BEN PARKER! ONE FATAL, COWARDLY SHOT... ONE MOMENT OF STARK TRAGEDY, AND A LEGEND WAS BORN!





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# THE CHAMELEON



FIRST APPEARED  
IN...



A NEW ERA IN COMICDOM WAS BORN WITH THE INTRODUCTION OF THE CHAMELEON! THE TITLE "AMAZING FANTASY" WAS CHANGED TO "THE AMAZING SPIDER-MAN", AND SPIDEY FOUGHT HIS FIRST COLORFUL SUPER-FOE!

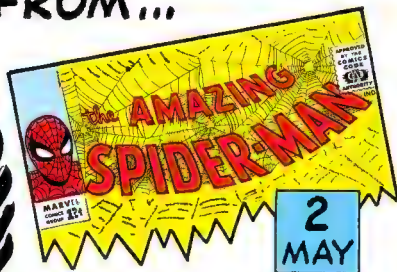
TO THIS DAY, NO ONE HAS EVER LEARNED THE TRUE IDENTITY OF THE MAN WHO CAN TRANSFORM HIMSELF INTO ANYBODY! SO SUCCESSFUL IS THE CHAMELEON'S POWER OF DISGUISE THAT HE ALMOST CONVINCED THE POLICE THAT HE WAS SPIDER-MAN DURING THEIR FIRST UNFORGETTABLE ENCOUNTER!



**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

# The **VULTURE**

FROM...



FANDOM WILL NEVER FORGET THE FIRST BATTLE BETWEEN THE VULTURE AND SPIDER-MAN! HIGH ABOVE THE TOWERING SKYSCRAPERS THEY FOUGHT, THE MYSTERIOUS WINGED MENACE, AND THE TEEN-AGE CRIME-FIGHTER WHO HAD NEVER YET BATTLED SO DANGEROUS, SO POWERFUL A FOE!

ACTUALLY, IT WAS IN THIS EPIC BATTLE THAT SPIDER-MAN IS SAID TO HAVE TRULY UNDERGONE HIS BAPTISM OF FIRE!

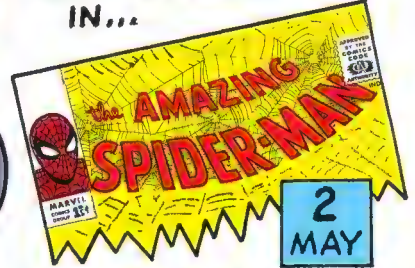




**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

# *The* **TERRIBLE TINKERER**

FIRST APPEARED  
IN...



THIS STRANGE FOE IS  
CHIEFLY TO BE  
REMEMBERED BECAUSE  
OF THE FACT THAT HE  
HAS BEEN THE FIRST,  
AND THE ONLY ALIEN  
MENACE SPIDER-MAN  
HAS EVER FOUGHT!

LITTLE DID THE  
AMAZING TEEN-AGER  
DREAM, AS HE  
VENTURED INTO THE  
TINKERER'S  
GLOOMY SHOP,  
THAT THE FATE  
OF HIS ENTIRE  
PLANET HUNG  
UPON SPIDER-  
MAN'S VICTORY  
AGAINST  
ALMOST  
HOPELESS  
ODDS!





**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

# DR. OCTOPUS

FIRST APPEARED  
IN...



YOU ARE GAZING AT ONE OF THE MOST POWERFUL, MOST DANGEROUS, MOST UNCANNY MORTALS ON THE FACE OF THE EARTH! BORN OTTO OCTAVIUS, HE WAS ONE OF THE NATION'S LEADING ATOMIC SCIENTISTS, USING HIS INGENUOUS ARTIFICIAL ARMS TO PERFORM EXPERIMENTS FROM BEHIND A LEAD WALL WHICH SHIELDED HIM FROM RADIATION! BUT, A FREAK NUCLEAR ACCIDENT MADE HIS ARMS LIKE LIVING THINGS, AND DOCTOR OCTOPUS WAS BORN!





**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

# SANDMAN

**FIRST APPEARED  
IN...**



**POSSIBLY ONE OF  
THE MOST TRULY  
ORIGINAL, TRULY  
UNIQUE VILLAINS  
IN THIS, THE  
MARVEL AGE  
OF COMICS!**



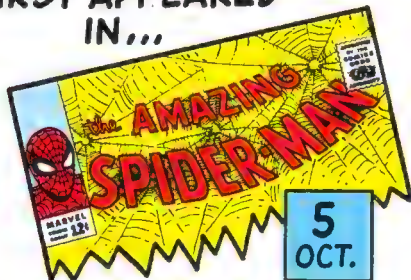
**F**LINT MARKO HAD SPENT A LARGE PORTION OF HIS LIFE IN PRISON! A HABITUAL OFFENDER, HE WAS KNOWN AS ONE OF THE MOST INCORRIGIBLE PRISONERS AT MANY OF THE NATION'S MAXIMUM SECURITY JAILS! BUT, ONE NIGHT, DURING AN ATTEMPTED ESCAPE, HE HID ON A BEACH, NEAR THE SCENE OF AN ATOMIC TEST EXPLOSION! THERE, BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED WITH THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY INDESTRUCTIBLE! TO THIS VERY DAY, SANDMAN IS REGARDED BY PENAL AUTHORITIES AS ALMOST IMPOSSIBLE TO KEEP IMPRISONED!



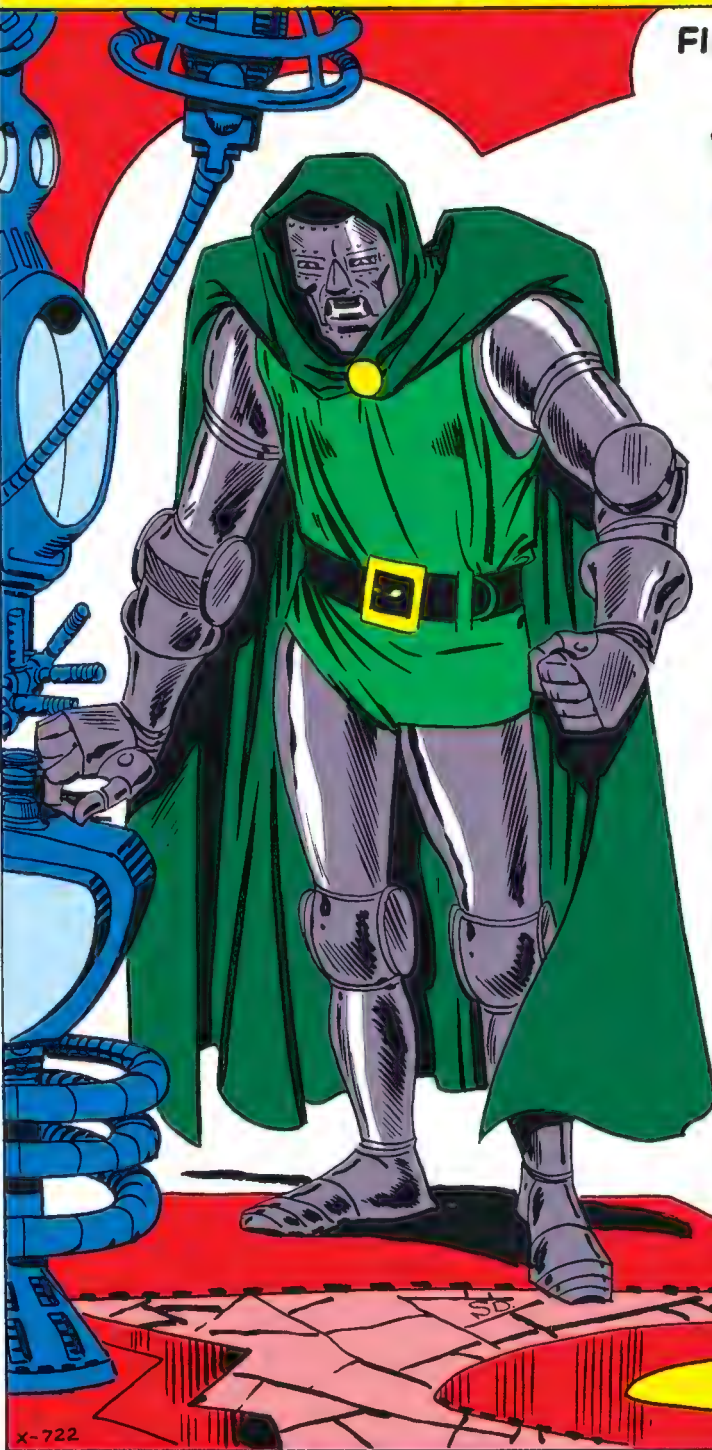
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# DOCTOR DOOM

FIRST APPEARED  
IN...



WHAT CAN WE SAY ABOUT THIS, THE MOST BRILLIANT, MOST FEARED, MOST NOTORIOUS ARCH-VILLAIN OF OUR AGE? AS EVERY READER OF THE FABULOUS FANTASTIC FOUR KNOWS, DR. DOOM'S MASTERY OF SCIENCE IS EQUALLED ONLY BY REED RICHARDS, THE MAN HE HAS SWORN TO DESTROY! FOR A MORE COMPLETE AND COMPREHENSIVE HISTORY OF COMICDOM'S MASTER EVIL-DOER, BE SURE TO READ THE FANTASTIC FOUR ANNUAL #2, ON SALE THIS SUMMER, WHICH FEATURES AN ALL-NEW, THRILLING DOUBLE-LENGTH EPIC...*"THE SECRETS OF DOCTOR DOOM!"*





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# The LIZARD

FIRST APPEARED  
IN...



UNLIKE MOST OF SPIDER-MAN'S OTHER FOES, THE LIZARD WAS NOT TRULY EVIL, BUT RATHER AN UNFORTUNATE VICTIM OF FATE, TRANSFORMED FROM A PEACEFUL, FAMILY-LOVING REPTILE EXPERT INTO ONE OF SPIDEY'S MOST OFF-BEAT ENEMIES! BUT TO-DAY, HE IS NORMAL AGAIN, THANKS TO THE AMAZING SPIDER-MAN!

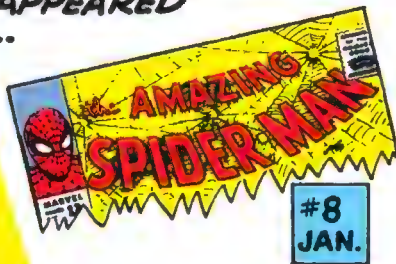




A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# The Living BRAIN

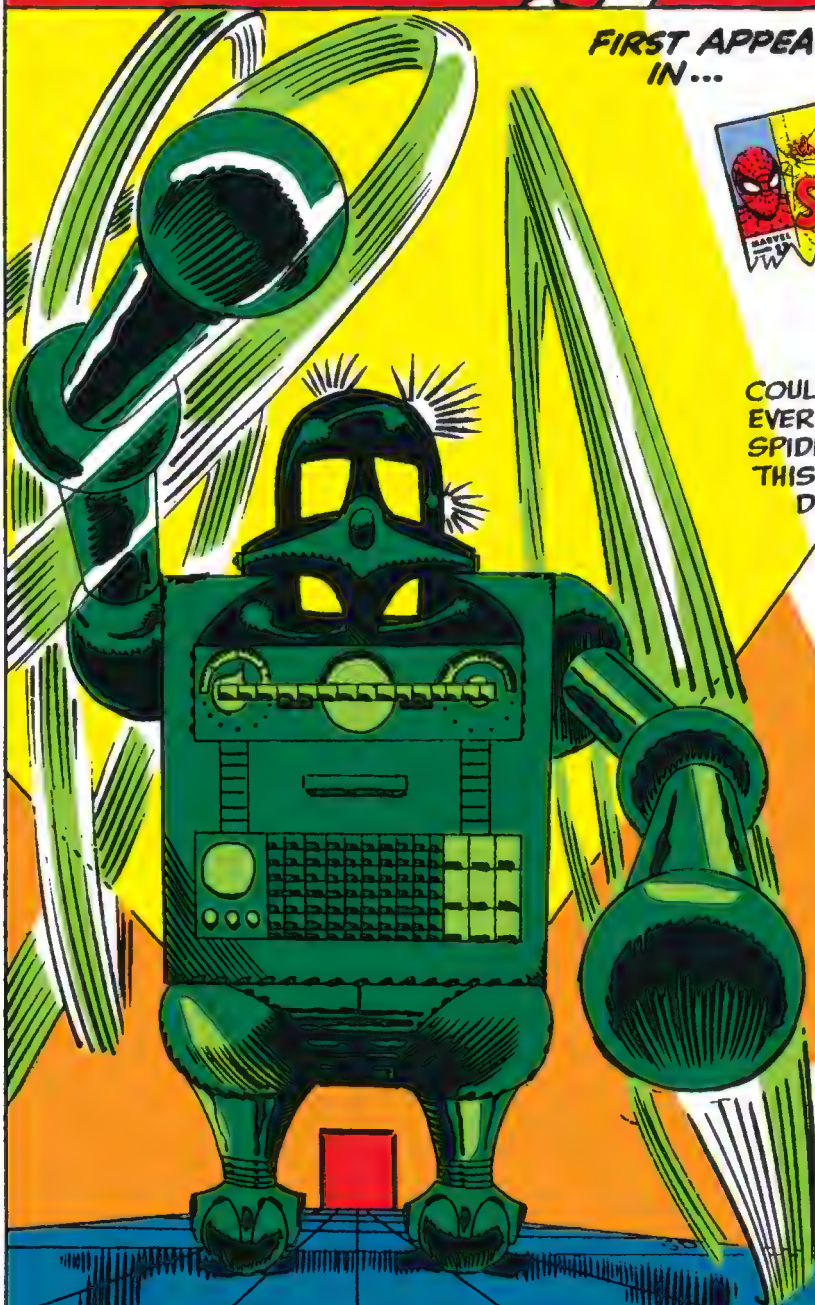
FIRST APPEARED  
IN...



COULD A MERE MACHINE  
EVER DEFEAT THE AMAZING  
SPIDER-MAN ?? WELL,  
THIS MACHINE ALMOST  
DID! FOR, YOU SEE

BEFORE YOU ONE OF  
THE WONDERS OF  
THE AGE...A MACHINE  
OF ALMOST LIMIT-  
LESS STRENGTH,  
APPARENTLY IN-  
DESTRUCTIBLE, AND  
CAPABLE OF THINK-  
ING MANY TIMES  
FASTER THAN ANY  
HUMAN BRAIN!

BUILT TO APPROXI-  
MATE THE HUMAN  
FORM, IT REQUIRED  
EVERY BIT OF POWER,  
AGILITY, AND  
CUNNING WHICH  
SPIDER-MAN  
POSSESSED TO  
END THE ELECTRONIC  
MENACE OF THIS  
STRANGE  
MACHINE!





**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

# ELECTRO

FIRST APPEARED  
IN...



9  
FEB.

ALL THE UNLEASHED POWERS OF ELECTRICITY ARE HIS! FOR HE IS THE MASTER OF ONE OF EARTH'S GREATEST FORMS OF ENERGY! ORIGINALLY AN UNKNOWN ELECTRIC LINEMAN NAMED MAX DILLON, HE BECAME ONE OF THE MOST POWERFUL CRIMINALS OF ALL WHEN A CHANCE LIGHTNING BOLT STRUCK HIM WHILE HE WAS ATOP AN ELECTRIC POLE! KNOWN FOR THE SINISTERLY CLEVER USES TO WHICH HE PUTS HIS AWESOME POWER, ELECTRO IS TRULY ONE OF THE MOST UNUSUAL VILLAINS RAMPANT TODAY!





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# The ENFORCERS

and

THE  
BIG  
MAN

FIRST APPEARED  
IN...



10  
MAR.

READING FROM TOP TO  
BOTTOM, WE PRESENT...

**THE OX**, EX-CIRCUS  
STRONGMAN WITH THE  
MIND OF A CHILD!

**MONTANA**, THE WESTERN  
ROPE-WIZARD WHO CAN  
MAKE HIS LASSO DO  
EVERYTHING BUT TALK!

**FANCY DAN**, WHOSE  
SMALL SIZE BELIES  
THE SPEED AND  
ACCURACY OF HIS  
POTENT JUDO AND  
KARATE BLOWS!  
PUT THEM ALL  
TOGETHER AND  
YOU HAVE A TEAM  
OF CRIMINALS  
NO CRIME-FIGHTER  
WOULD DARE TO  
EVER TURN HIS  
BACK UPON!

**THE BIG MAN**,  
ALTHOUGH POSSESSING  
NO SPECIAL POWERS  
OF HIS OWN, WAS  
THE MASTER CRIMINAL  
WHO ORGANIZED  
**THE ENFORCERS**,  
MUCH TO HIS  
SUBSEQUENT  
REGRET!

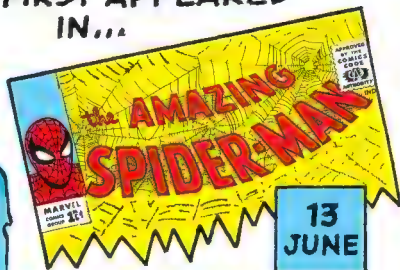




A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# MYSTERIO

FIRST APPEARED  
IN...



ALTHOUGH HIS POWERS SEEMED TO BE TRULY SUPER-NATURAL, SPIDER-MAN WAS EVENTUALLY TO LEARN THAT **MYSTERIO** WAS ACTUALLY A MOVIE SPECIAL-EFFECTS DESIGNER, WHO DECIDED TO TURN HIS UNUSUAL ABILITIES TO CRIME! BUT, DESPITE HIS NORMAL ORIGIN, THE MYSTERIOUS EFFECTS AND ILLUSIONS HE CREATED, AND THE INVENTIVE POWERS HE ASSUMED, COMBINED TO MAKE **MYSTERIO** AS DANGEROUS AND DEADLY A FOE AS ANY SPIDER-MAN HAD EVER FACED!





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# The Green GOBLIN

FIRST APPEARED  
IN...



14  
JULY

UNLIKE MOST OF SPIDEY'S OTHER FOES, THE TRUE IDENTITY OF THE GROTESQUE **GREEN GOBLIN** IS STILL UNKNOWN! BUT, POSSESSED OF A FANTASTIC FLYING "BROOM-STICK" AND A WEALTH OF POWERFUL WEAPONS, IT IS CERTAIN THAT WE SHALL SEE MUCH MORE OF THIS DANGEROUSLY DIFFERENT EVIL-DOER IN THE NEAR FUTURE!





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# KRAVEN THE HUNTER

FIRST APPEARED  
IN...



15  
AUG.

NOW HERE IS ONE CHARACTER WHO IS EVERY BIT AS DANGEROUS AS HE LOOKS! **KRAVEN** HAS HUNTED AND DEFEATED EVERY WILD BEAST KNOWN TO MAN, AND ACCOMPLISHED THAT FEAT ALONE AND UNARMED!

HIS SPEED RIVALS THAT OF A CHEETAH, AND HIS SAVAGERY AND STRENGTH ARE IN A CLASS BY THEMSELVES! THUS WE HAVE **KRAVEN, THE HUNTER**, WHOSE ONE BURNING DESIRE IS TO LURE **SPIDER-MAN** INTO THE JUNGLE AND ACHIEVE A FINAL VICTORY OVER HIS YOUTHFUL FOE!





# The SECRETS of SPIDER-MAN!



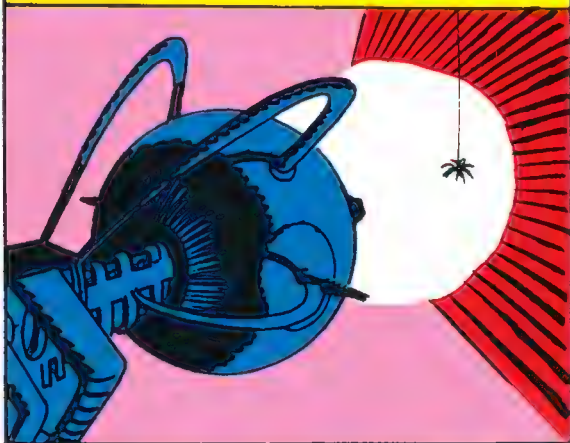
HERE'S MORE PROOF (AS IF YOU NEED IT!) THAT WHEN THE GANG IN THE MARVEL BULL-PEN GET TOGETHER TO BRING YOU AN ANNUAL, THEY SURE DON'T SPARE THE HORSES!!

**FEATURING:**  
INSIDE FACTS ABOUT SPIDEY'S POWERS, HIS PROBLEMS, AND HIS PERSONAL LIFE, AS ONLY STAN and STEVE CAN PRESENT THEM!

**EVERYTHING YOU WANT TO KNOW ABOUT SPIDEY IS ON THE PAGES THAT FOLLOW...**



THE AMAZING, ALMOST LEGENDARY CAREER OF THE YOUTH KNOWN AS **SPIDER-MAN** HAD ITS BEGINNING SOME TIME AGO, IN THE SCIENCE HALL OF MIDTOWN HIGH SCHOOL, WHERE A DEMONSTRATION OF RADIO-ACTIVITY WAS TAKING PLACE...



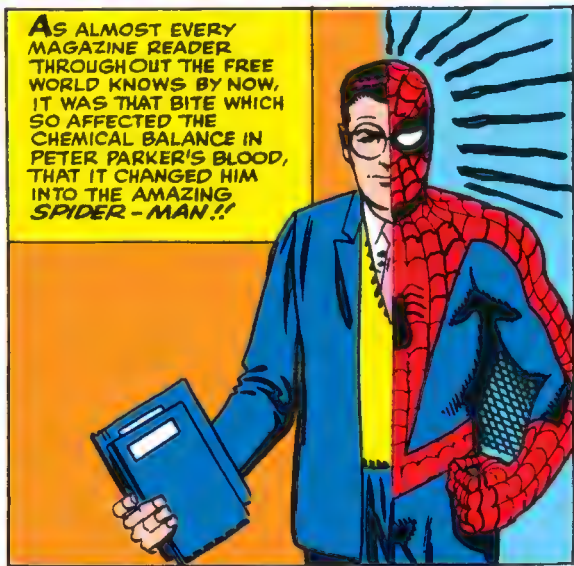
NO ONE AT THE EXHIBITION NOTICED A TINY **SPIDER** DESCENDING ON A THIN STRAND OF WEB... A SPIDER WHICH FATE HAD CHOSEN TO ABSORB A FANTASTIC AMOUNT OF RADIOACTIVITY AT THE PRECISE MOMENT THAT PETER PARKER WALKED BY!



IN SUDDEN SHOCK, THE DYING INSECT BIT THE NEAREST LIVING THING A SPLIT-SECOND BEFORE THE LIFE FADED FROM ITS BODY... AND, THAT NEAREST LIVING THING WAS THE LAD WHO WAS LATER TO BECOME THE WORLD'S MOST EXCITING TEEN-AGER!

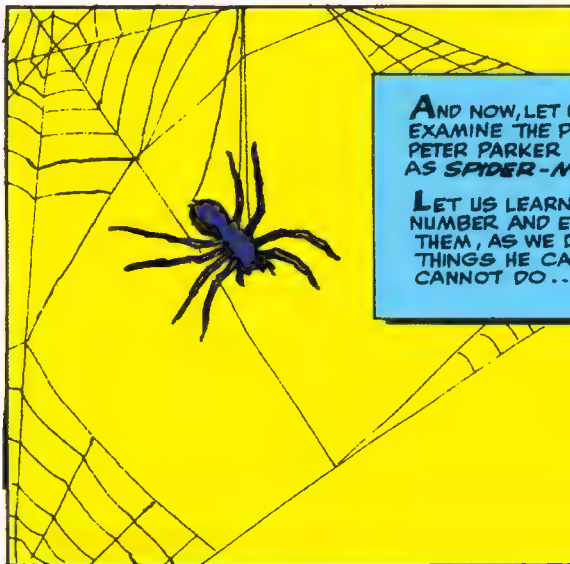


AS ALMOST EVERY MAGAZINE READER THROUGHOUT THE FREE WORLD KNOWS BY NOW, IT WAS THAT BITE WHICH SO AFFECTED THE CHEMICAL BALANCE IN PETER PARKER'S BLOOD, THAT IT CHANGED HIM INTO THE AMAZING **SPIDER-MAN**!!



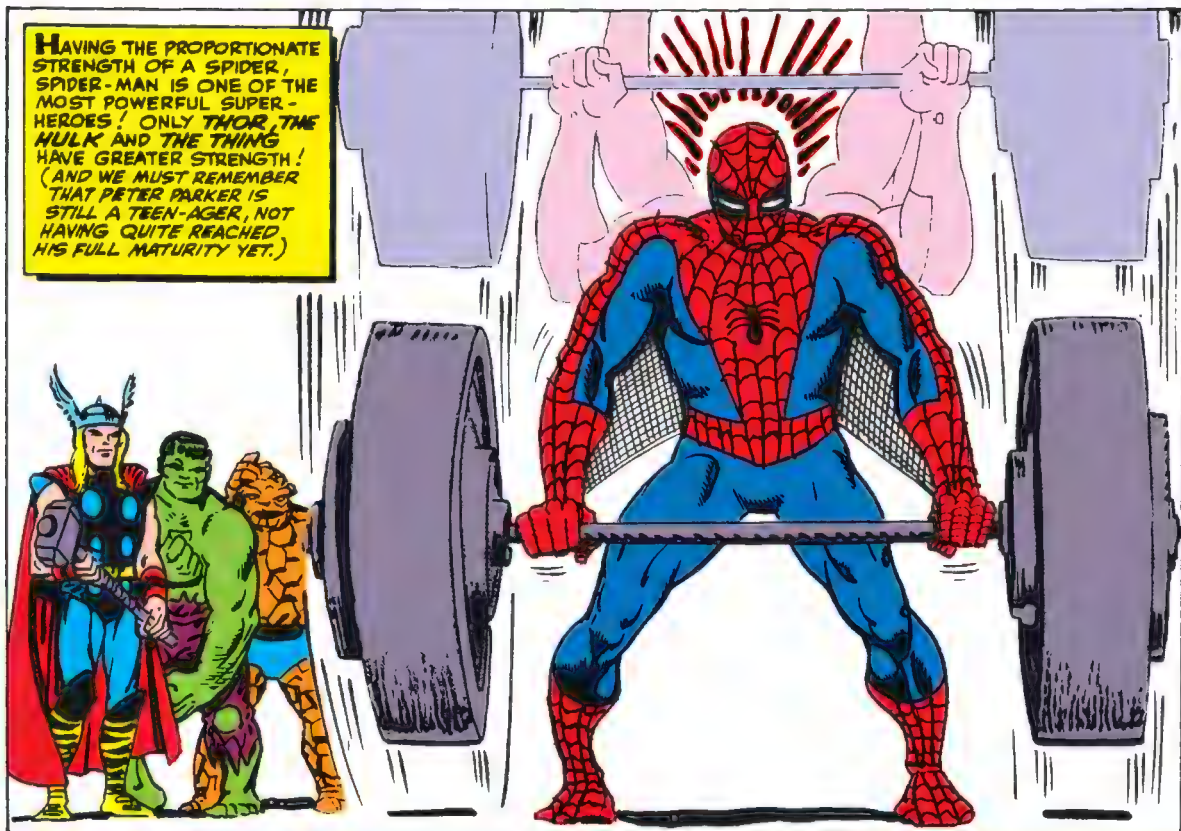
AND NOW, LET US CAREFULLY EXAMINE THE POWERS WHICH PETER PARKER POSSESSES AS **SPIDER-MAN**!

LET US LEARN THE EXACT NUMBER AND EXTENT OF THEM, AS WE DISCUSS THE THINGS HE CAN, AND CANNOT DO...

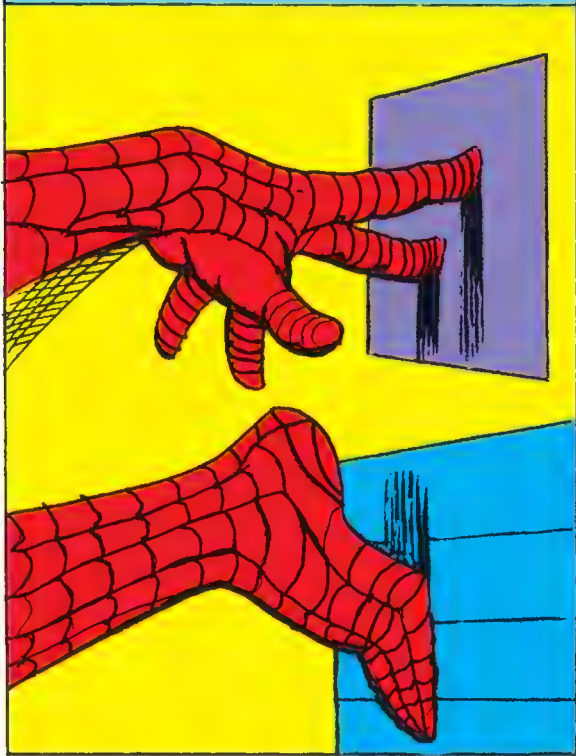




HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY THOR, THE HULK AND THE THING HAVE GREATER STRENGTH! (AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.)



ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS CLINGING ABILITY! LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!

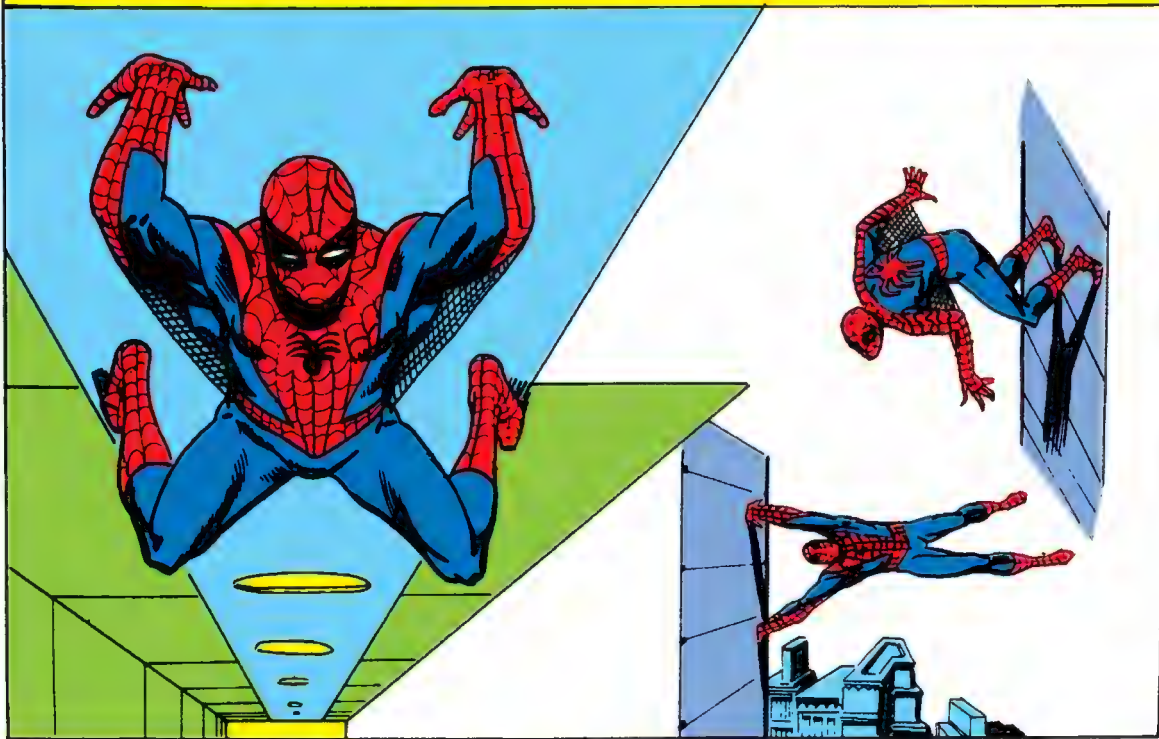


NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!

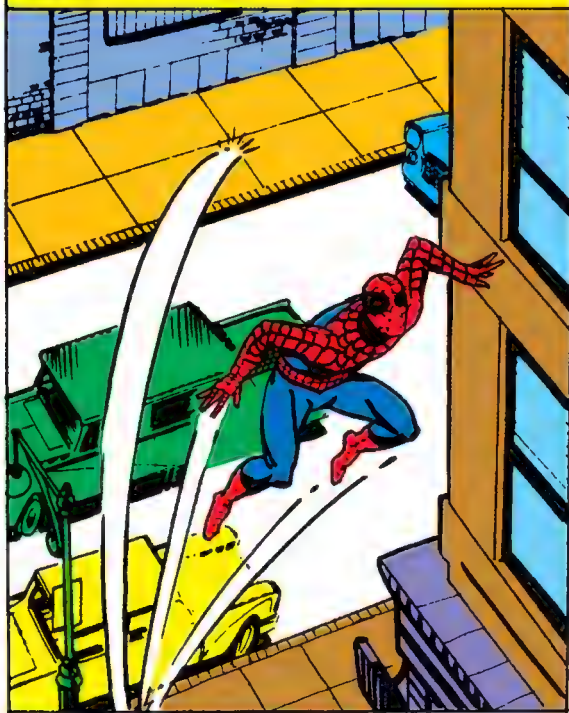




PERHAPS AS REMARKABLE AS HIS CLINGING ABILITY ITSELF IS THE *EASE* WITH WHICH SPIDEY CAN USE IT! THERE IS NEVER ANY HINT OF STRAIN, OR DIFFICULTY IN HIS CLINGING TO WALLS OR CEILINGS! IN FACT, HE IS JUST AS MUCH AT HOME ON ANY SURFACE AS AN ACTUAL SPIDER WOULD BE! *NOTE: SOME OF THE MAGNIFICENT POSES OF SPIDER-MAN TRAVERSING WALLS AND CEILINGS, WHICH STEVE DITKO HAS ILLUSTRATED, HAVE ALREADY REACHED THE STATUS OF CONTEMPORARY CLASSICS!*



AMONG THE MOST NIMBLE OF ALL ADVENTURERS, SPIDER-MAN'S LEAPING ABILITY ALSO DESERVES MENTION! HE IS ABLE TO LEAP THE WIDTH OF AN AVERAGE CITY STREET, AND CAN ATTAIN A HEIGHT OF THREE STORIES WITH ONE SPIDER-POWERED SPRING!



WITH HIS ASSUMPTION OF THE PROPORTIONATE STRENGTH OF A SPIDER, IT IS ONLY NATURAL FOR THE COSTUMED CRUSADER TO POSSESS THE UNCANNY BALANCING ABILITY OF THE WONDERFUL ARACHNIDS AS WELL! SUFFICE IT TO SAY THAT THE AMAZING SPIDER-MAN IS EASILY THE GREATEST BALANCER OF ANY HUMAN BEING ON EARTH!





MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION! AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT-MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION!

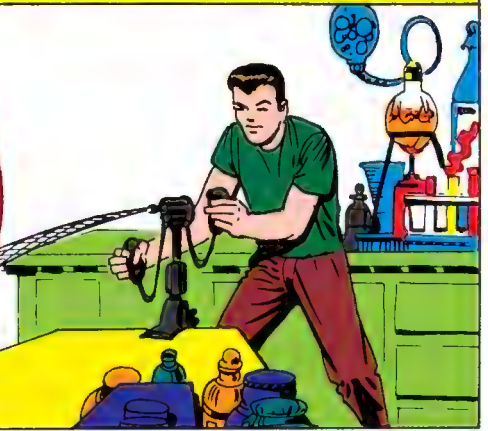
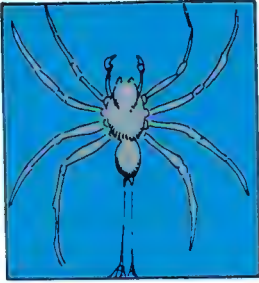
**START  
HERE**  
FOR  
SPIDEY'S  
LIVING  
ACTION  
DEMONSTRATION





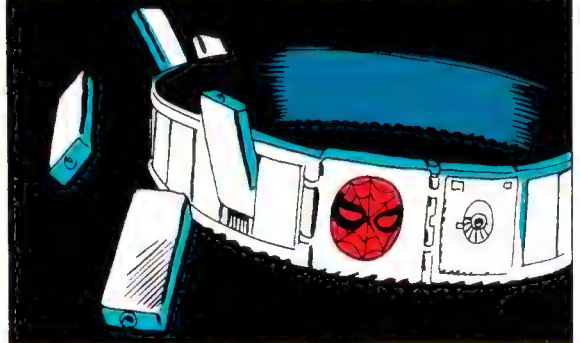
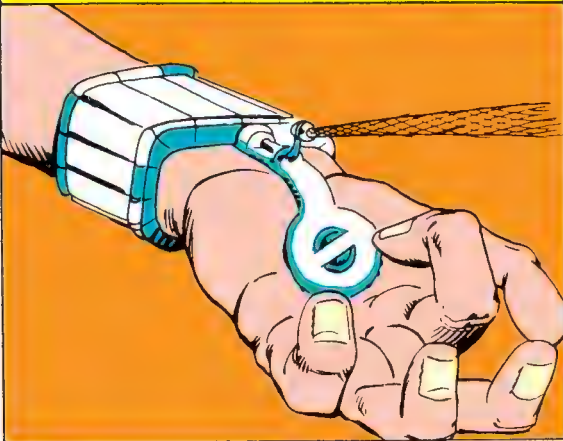
**FORTUNATELY FOR PETER PARKER (AND THE WORLD AT LARGE),** THE AMAZING TEEN-AGER IS A BRILLIANT SCIENCE STUDENT! HE HAS DEVOTED LONG HOURS OF STUDY TO LEARNING EVERYTHING HE CAN ABOUT SPIDERS! ALTHOUGH IT IS NOT A MATTER OF PUBLIC KNOWLEDGE, HE IS PROBABLY THE WORLD'S GREATEST AUTHORITY ON THE SUBJECT OF WEBS AND THEIR CREATION...

**HIS WEB-MAKING ABILITY IS ONE OF HIS MOST CLOSELY-GUARDED SECRETS! BUT WE CAN TELL YOU THIS...** HE MAKES HIS OWN WEB FLUID UNDER THE MOST EXACTING CONDITIONS IN THE LAB, STORING IT IN SMALL, COMPACT CYLINDERS LIKE MINIATURE TOOTHPASTE TUBES!



**AS ANY SPIDER-MAN READER KNOWS,** SPIDEY'S WEB-SHOOTER IS WORN AT HIS WRIST, AND ACTIVATED BY THE SLIGHTEST TOUCH OF HIS FINGER UPON THE SUPER-SENSITIVE ELECTRODE LOCATED ON THE PALM OF HIS HAND!

**INASMUCH AS HIS WEBBING IS HIS MOST POTENT WEAPON,** THE MASKED ADVENTURER ALWAYS CARRIES SPARE WEB-FLUID CAPSULES CLIPPED ONTO HIS INGENUOUSLY DESIGNED UTILITY BELT!

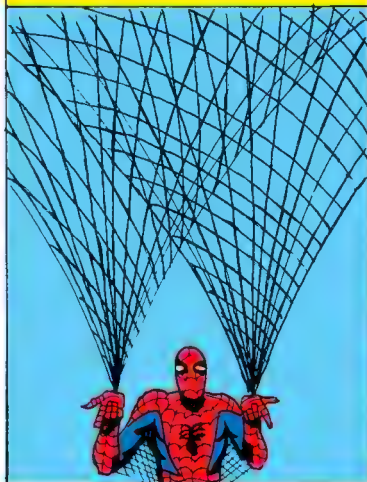


**BY ADJUSTING THE NOZZLE OF HIS WEB-SHOOTER IN ONE EASY MOTION, SPIDEY CAN EJECT HIS WEB FLUID IN ANY ONE OF THREE DIFFERENT WAYS...**

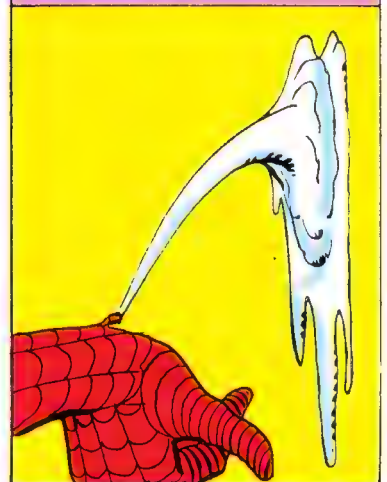
**1. AS A THIN, INCREDIBLY STRONG LINE...**



**2. AS A FINE, QUICK-SPREADING SPRAY...**



**3. OR AS A THICK, TREMENDOUSLY ADHESIVE LIQUID...**



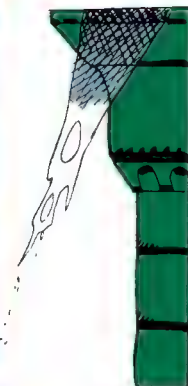
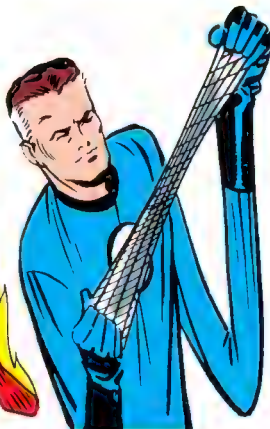
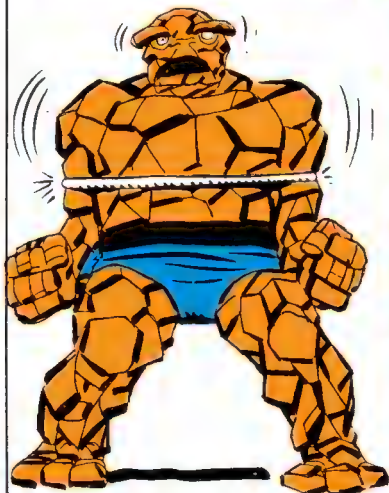


SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY-MUSCLED **THING** A PRISONER FOR LIFE!

THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE **HUMAN TORCH** UNDER NORMAL CONDITIONS!

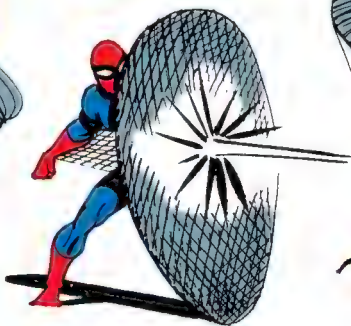
SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CANNOT COMPARE TO THAT OF **MR. FANTASTIC'S!**

AND, TO COMPLETE OUR COMPARISON WITH THE **FANTASTIC FOUR**, SPIDEY'S WEBBING DISAPPEARS INTO NOTHINGNESS AFTER ONE HOUR HAS ELAPSED... BEING AS IMPOSSIBLE TO FIND AS THE **INVISIBLE GIRL!**



HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEEN-AGER CAN NOW USE IT IN MANY DIFFERENT WAYS...

AS A SHIELD...



A PARACHUTE...



A SAFETY NET...



A BARRIER...

AS SKIS...



AS A RAFT...



AS A CLUB...



A BALL



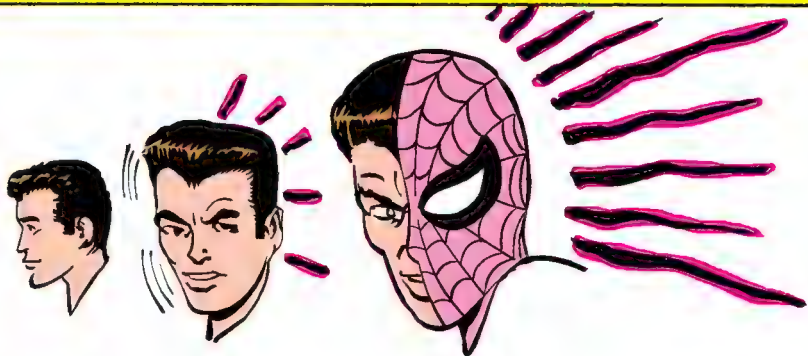
OR PLAIN, SIMPLE STICKY GLUE!





# SPIDEY'S SPIDER SENSES!

ANOTHER OF SPIDER-MAN'S AMAZING POWERS IS HIS ABILITY TO SENSE DANGER! INVISIBLE, UN-DETECTABLE, HIS UNCANNY SPIDER SENSE ALERTS HIM TO ANYTHING OUT OF THE ORDINARY!



IT'S LIKE POSSESSING A BUILT-IN RADAR UNIT! EVEN IF BLIND-FOLDED, SPIDEY'S INSTINCTS GUIDE HIM UNERRINGLY!



EVEN IN TOTAL DARKNESS, HE IS NEVER HELPLESS, THANKS TO HIS SPIDER-SENSE!

OF ALL KNOWN HUMANS, ONLY THE FEARLESS DAREDEVIL HAS SENSES WHICH ARE EVEN MORE HIGHLY DEVELOPED THAN SPIDER-MAN'S!



IT'S LIKE HAVING EYES IN THE BACK OF YOUR HEAD! SPIDEY IS ALMOST IMPOSSIBLE TO AMBUSH FROM BEHIND!

AND NOW, FOR THE BENEFIT OF MANY INTERESTED FANS WHO HAVE ASKED WHY WE SHOW OL' WEB-HEAD WITH THOSE RADIATING LINES AROUND HIM SO OFTEN, OR WITH HIS HALF-PETER PARKER, HALF-SPIDER-MAN FACE... WE DO IT MERELY TO HEIGHTEN THE DRAMA! NOTE HOW MUCH LESS INTERESTING IT WOULD LOOK WITHOUT THOSE EFFECTS...



OR, SEE **THIS** EXAMPLE...



STAN AND STEVE TAKE DRAMATIC LICENSE BY SHOWING EFFECTS SUCH AS THOSE DEPICTED ABOVE! NATURALLY, WE DO NOT MEAN TO IMPLY THAT OTHER CHARACTERS IN THE STORY SEE THEM... ANY MORE THAN WE IMPLY THAT OTHER CHARACTERS SEE THE THOUGHT BALLOONS WHICH APPEAR OVER PEOPLE'S HEADS! OKAY? OKAY!



# The SECRET of SPIDER-MAN'S MASK

PERHAPS YOU ARE ONE OF THE MANY READERS WHO HAVE WRITTEN US TO ASK WHY SPIDEY'S EYES DON'T SHOW THROUGH HIS MASK'S EYELETS? WELL, THERE REALLY IS A REASON!

THE WHITE AREAS IN SPIDEY'S EYE CUT-OUTS ON HIS MASK ARE REALLY CLEVER PLASTIC LENSES OF THE TWO-WAY MIRROR TYPE! HE CAN SEE OUT VERY CLEARLY, BUT NO ONE CAN SEE IN! THEREFORE, HE CAN NEVER BE RECOGNIZED BY THE COLOR OF HIS EYES!

THESE INGENUOUS PLASTIC LENSES ALSO PROTECT HIS EYES FROM DUST, DIRT, AND THE GLARE OF THE SUN!

## SPIDEY'S COSTUME

SPIDER-MAN'S COLORFUL HEAD-MASK CONCEALS HIS FEATURES AND ALSO EFFECTIVELY MUFFLES HIS VOICE, MAKING IT UNRECOGNIZABLE!

LIGHT IN WEIGHT AND SKIN-TIGHT, HIS COSTUME MAY EASILY BE WORN UNDER HIS STREET CLOTHES!

SPIDEY'S HIGH SLEEVES PREVENT HIS COSTUME FROM BEING NOTICED IF EVER HIS SHIRT-SLEEVES SHOULD BECOME OPEN AT THE CUFFS!

DESIGNED LIKE AN EXPANSION WATCH-BAND, SPIDEY'S WEB-SHOOTER IS EXTREMELY FLEXIBLE! THE POINTER SWIVELS AROUND AND HOOKS ONTO HIS BELT WHEN NOT IN USE!

SO LIGHTWEIGHT ARE HIS SHOES THAT THEY CAN BE FOLDED AND HELD SNUGLY IN HIS BACK POCKET!



# PETER PARKER AS SPIDER-MAN





# PETER PARKER'S FAVORITE HEEL and Heart-Throb



MISS BRANT!! IF YOU INSIST ON TALKING TO THAT WEAK-KNEED, WEAK-WITTED PETER PARKER, DO IT ON YOUR OWN TIME! MISS BRANT!! AT LEAST SHUT UP LONG ENOUGH TO NOD TO ME WHILE I'M YELLING AT YOU!

YOU'LL HAVE TO SPEAK LOUDER, PETER...THERE'S A LOT OF NOISE HERE AT THE OFFICE! WHAT'S THAT? NO, I DON'T WANT TO TALK ABOUT SPIDER-MAN...I WANT TO TALK ABOUT YOU!



# PETER PARKER'S CLASSMATES

PETER IS A SENIOR AT MIDTOWN HIGH SCHOOL, IN FOREST HILLS! POSSESSING ONE OF THE HIGHEST INTELLIGENCE QUOTIENTS ON RECORD, HE HAS A STRAIGHT "A" AVERAGE IN ALL SUBJECTS, BUT HIS MAIN INTEREST IS SCIENCE! THIS IS A TYPICAL SCENE IN PETE'S SCIENCE CLASS, JUST BEFORE THE STARTING BELL RINGS ...

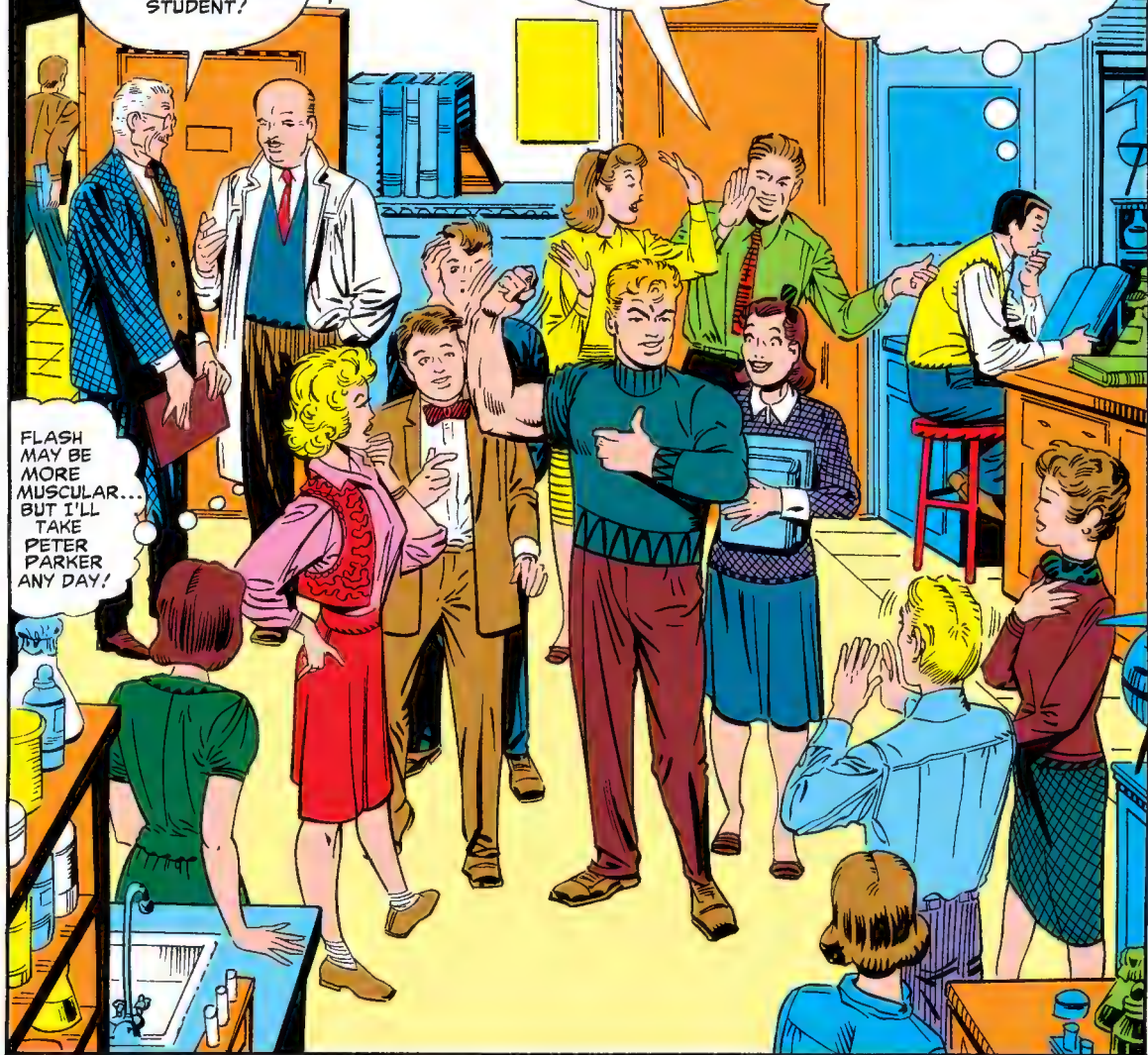
I'D LIKE TO RECOMMEND PARKER FOR A SCHOLARSHIP AT GRADUATION TIME, PRINCIPAL DAVIS!

I AGREE WITH YOU, MR. WARREN! I'VE HAD MY EYE ON HIM FOR QUITE SOME TIME! AN EXCELLENT STUDENT!

HEY, DON'T MAKE TOO MUCH NOISE FLEXING YOUR MUSCLES, FLASH! YOU MIGHT DISTURB BOOKWORM PARKER!

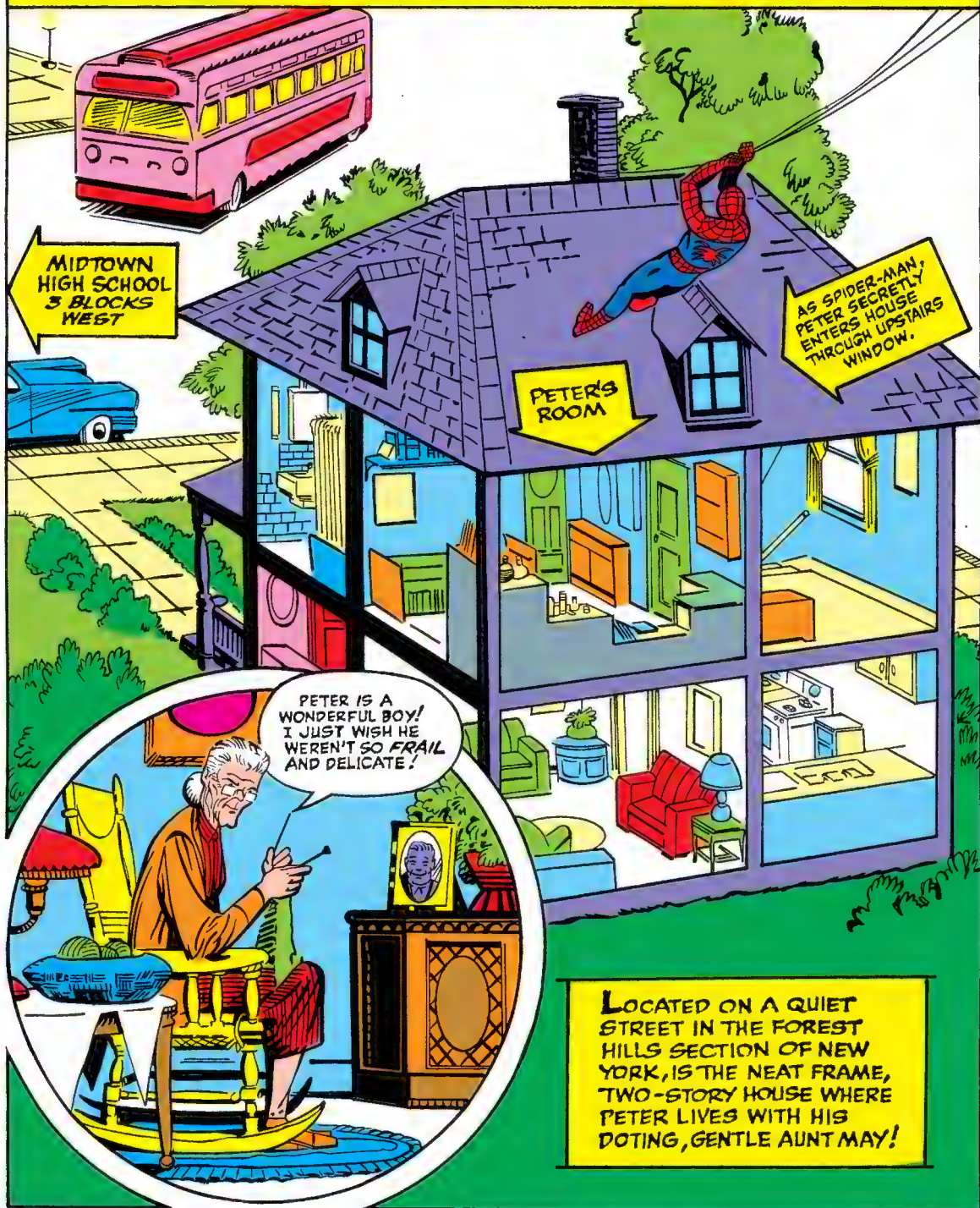
SOMEDAY I'LL PROVE TO THEM THAT BEING A BOOKWORM ISN'T A BAD THING! IN FACT, THERE ARE MORE GREAT ATHLETES WHO ARE GOOD STUDENTS, THAN AREN'T!

FLASH MAY BE MORE MUSCULAR... BUT I'LL TAKE PETER PARKER ANY DAY!





# PETER PARKER'S House





# GUEST STAR PAGE

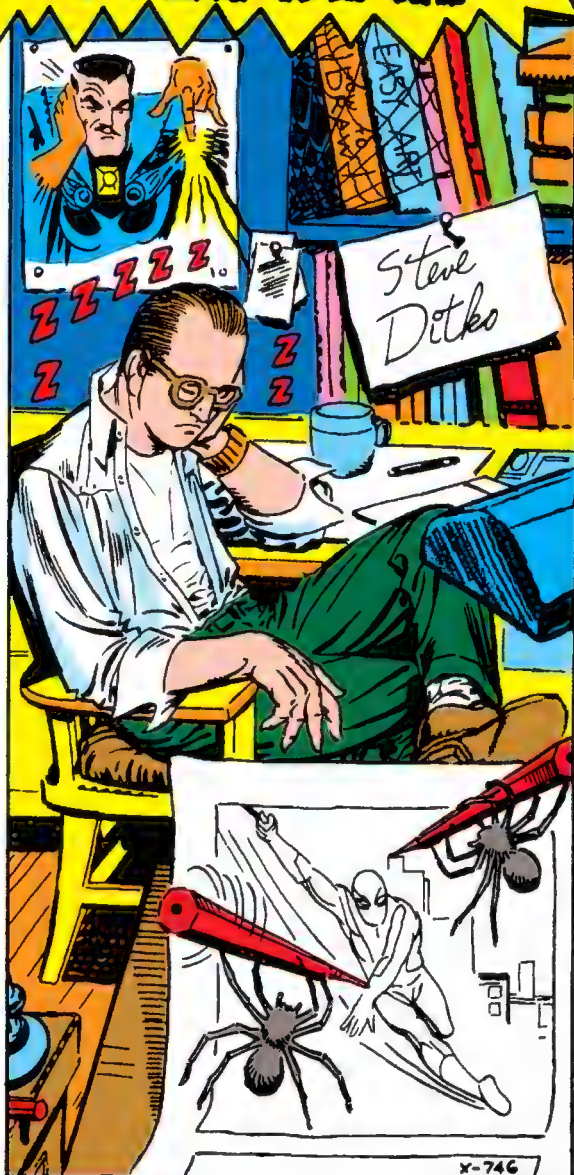
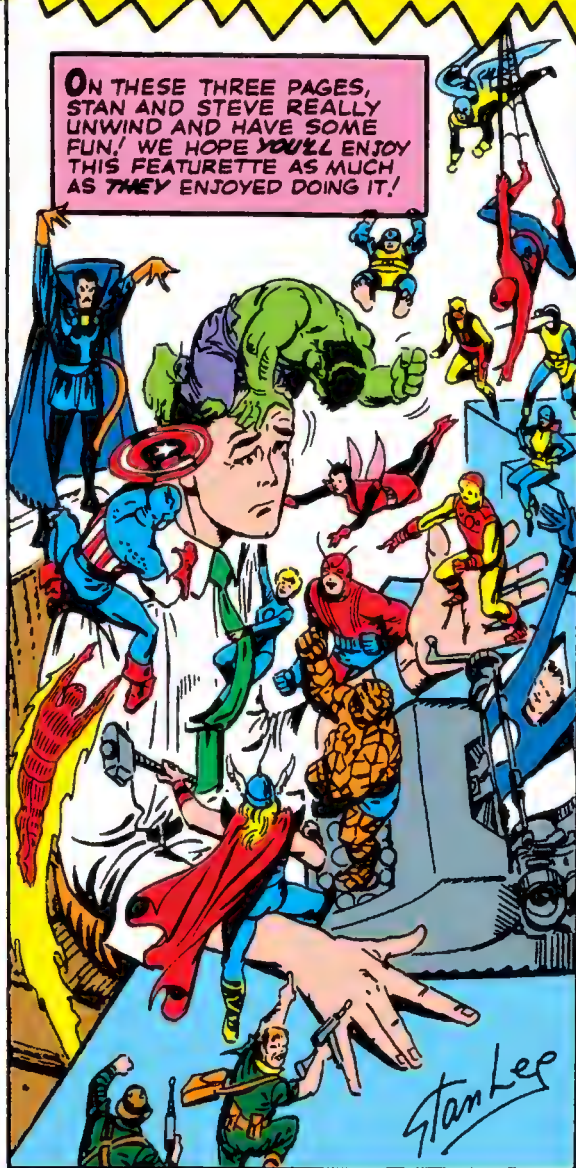
FOR YOUR MARVEL SCRAPBOOK, WE PRESENT THIS PIN-UP OF SPIDEY BATTLING THE FABULOUS FANTASTIC FOUR AND THE INCREDIBLE HULK! THIS PAGE IS CERTAIN TO BECOME A COLLECTOR'S ITEM DUE TO THE FACT THAT OUR FIVE GUEST STARS ARE DRAWN IN THE SOMEWHAT DIFFERENT DITKO STYLE!



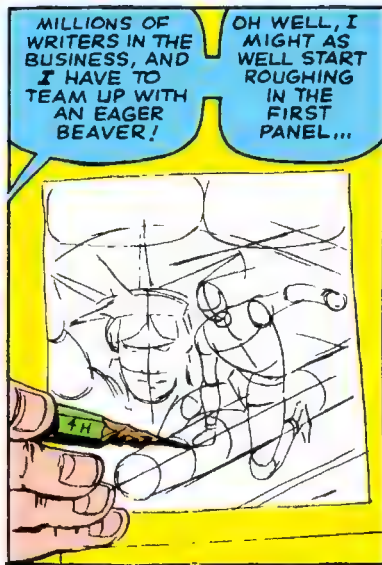
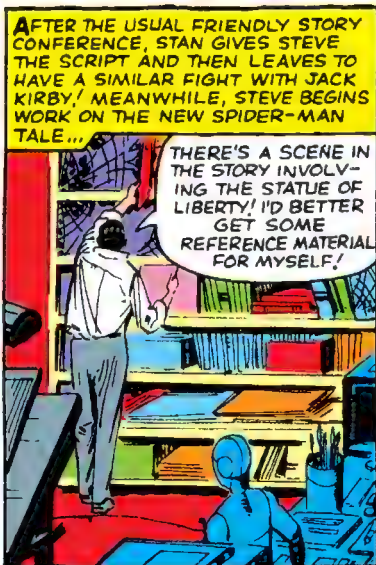
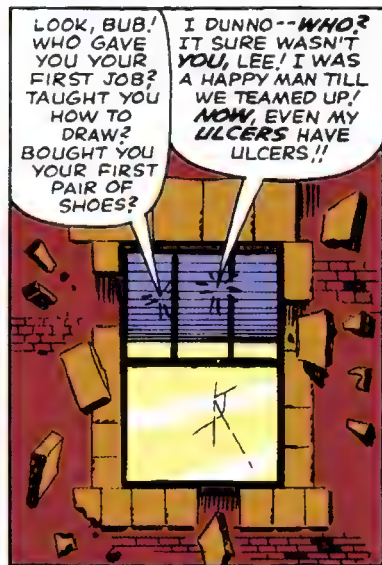


# HOW STAN LEE *and* STEVE DITKO CREATE SPIDER-MAN!

ON THESE THREE PAGES,  
STAN AND STEVE REALLY  
UNWIND AND HAVE SOME  
FUN! WE HOPE YOU'LL ENJOY  
THIS FEATURETTE AS MUCH  
AS THEY ENJOYED DOING IT!









FINALLY, THE STORY IS ALL DRAWN IN PENCIL, AND STAN AND STEVE ONCE AGAIN HAVE A CONFERENCE...

**PTUI!** IT LOOKS LIKE YOU'RE LEARNING TO DRAW WITH YOUR EYES **SHUT!**

YOU SHOULD TALK AFTER THAT CORNY SCRIPT YOU WROTE!

WADDAYA MEAN "CORNY"? I COPIED IT FROM ONE OF THE BEST CLASSICS I COULD FIND!



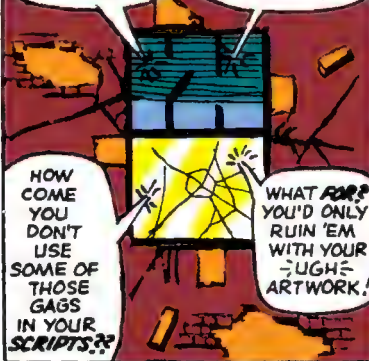
AND SO, THE HOURS SPEED PLEASANTLY BY, AMIDST AN ATMOSPHERE OF CALM UNDERSTANDING AND GENIAL GOOD-FELLOWSHIP...

MY FRIEND **SAM** CAN WRITE BETTER THAN YOU-- AND HE'S A COCKER SPANIAL!

**AH HA!!** HE'S PROBABLY THE ONE WHO DOES YOUR **INKING** FOR YOU!

HOW COME YOU DON'T USE SOME OF THOSE GAGS IN YOUR **SCRIPTS??**

WHAT **FOR?** YOU'D ONLY RUIN 'EM WITH YOUR **UGH=ARTWORK!**



BUT, ALL GOOD THINGS MUST COME TO AN END, AND THE STRIP IS FINALLY SENT TO BE LETTERED! THEN, WHEN STEVE GETS IT BACK...

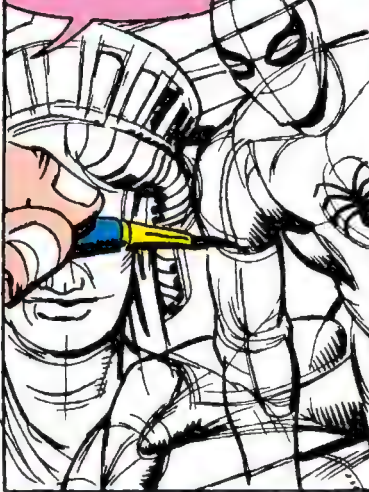
HELLO, OPERATOR? **NOW** MAYBE IF I GET ANY CALLS FROM A GUY NAMED **LEE**, TELL HIM I'VE BEEN **DRAFTED!**



STAN'S PROBABLY WRITTEN **THE AVENGERS** AND **THE X-MEN** BY NOW, AND I'M STILL TIGHTENING UP THE DETAILS HERE WITH A FINE PEN-POINT!

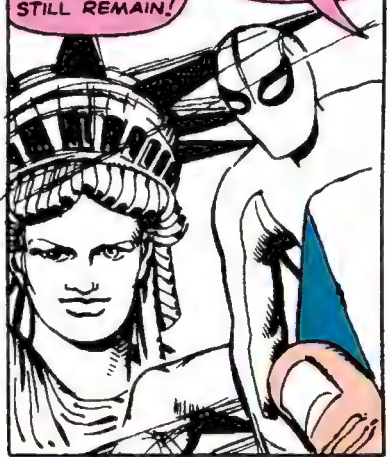


NOW I'LL FILL IN THE HEAVY BLACK AREAS WITH MY BRUSH...



THERE! THAT'S ONE PAGE DONE! NOW TO ERASE THE PENCIL LINES WHICH STILL REMAIN!

**OH NO!!** I FORGOT TO DRAW **SPIDEY'S WEBBING!**

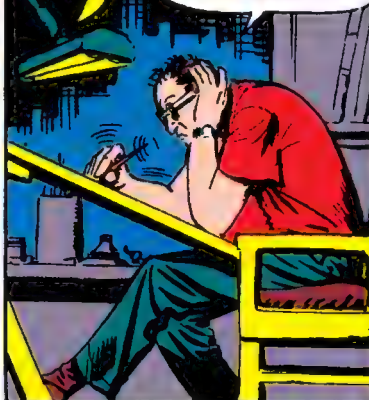


IF ALL THE WEB-LINES I'VE DRAWN WERE LAID END TO END, THEY **STILL** WOULDN'T BE ENOUGH TO FIT AROUND **LEE'S** SWELLED HEAD!!



FINALLY, AFTER LONG HARD HOURS OF SLAVING OVER THE DRAWING BOARD, SPARKLING STEVE JOYOUSLY EXCLAIMS...

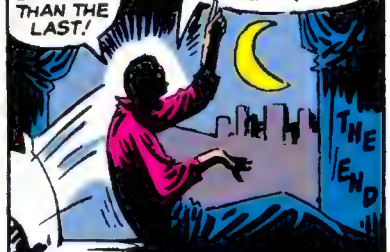
**~WHWEE!~** FINISHED AT LAST! I THINK I'LL SLEEP FOR A WHOLE **WEEK** NOW!



BUT, AT THAT VERY MOMENT, A SHRILL CRY OF UNRESTRAINED EXCITEMENT PIERCES THE SILENT MIDNIGHT AIR...

**WOWEE!** ANOTHER IDEA! **THIS** ONE'S BETTER THAN THE LAST!

WON'T STEVERINO BE **HAPPY!** I'D BETTER CALL HIM RIGHT AWAY AND BREAK THE GOOD NEWS!



NATURALLY, DEAR FRIENDS, WE'RE ONLY KIDDING! BUT WAIT TILL NEXT "ANNUAL" TIME! WE'LL PROBABLY HAVE **SPIDEY** TELL HOW WE CREATED STAN AND STEVE!





MARVEL  
COMICS  
GROUP **12¢**

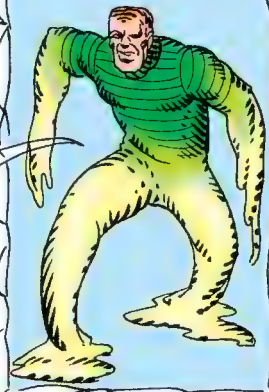
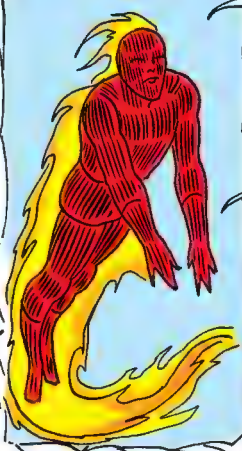
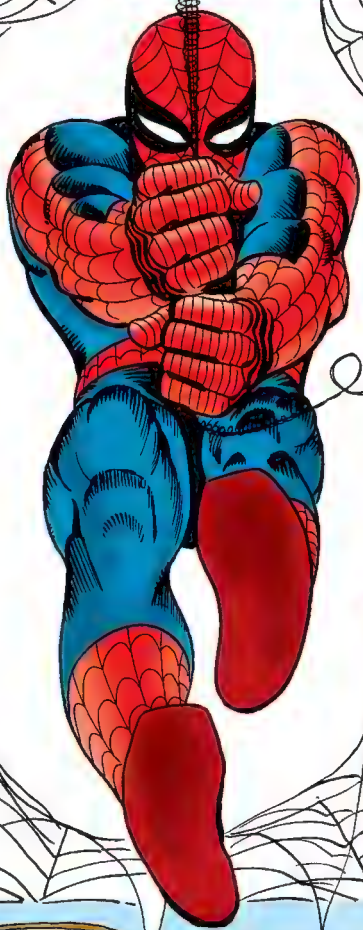
# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

19  
DEC.

AN ADVENTURE EPIC OF MOST COMPELLING EXCELLENCE...

## "SPIDEY STRIKES BACK!"



BRIMMING WITH SUCH  
GREAT GUEST STARS  
AS...  
the **HUMAN TORCH!**  
the **SANDMAN!**  
the **EVIL ENFORCERS!**



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# "SPIDEY STRIKES BACK!"

**FEATURING:**  
Guest Stars!  
Super-Villains!  
Super-Thrills!

ONE OF THE  
MOST EAGERLY-  
AWAITED ACTION  
DRAMAS OF  
ALL TIME!!



DUE TO HIS AUNT'S SERIOUS ILLNESS LAST MONTH, PETER PARKER SPENT ALL HIS TIME AT HOME, LOOKING AFTER HER! THAT MEANT, OF COURSE, THAT SPIDER-MAN WAS OUT OF ACTION, TOO!

PEOPLE BEGAN TO THINK THAT SPIDEY HAD TURNED COWARD...AND HE WAS POWERLESS TO CHANGE THAT MISTAKEN IDEA! BUT NOW, HIS AUNT IS NO LONGER DANGEROUSLY ILL, AND SO... **WATCH OUT!**

WRITTEN BY:  
SPIDEY'S GODFATHER,  
**STAN LEE**

ILLUSTRATED BY:  
SPIDEY'S BIG DADDY,  
**STEVE DITKO**

LETTERED BY:  
**S. ROSEN**  
(SPIDEY'S SECOND COUSIN  
ON HIS UNCLE'S SIDE!)

x-616

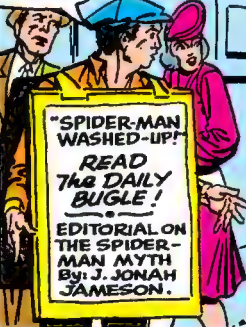


ARE YOU COMFORTABLE? ARE YOU RELAXED? DO YOU HAVE TIME TO READ THIS WHOLE STORY THROUGH WITHOUT INTERRUPTION?! PLEASE DON'T START UNLESS YOUR ANSWER TO ALL THESE QUESTIONS IS YES! BECAUSE, THE ACTION STARTS RIGHT NOW... AND IT DOESN'T STOP TILL THE LAST PAGE! READY? OKAY... HERE COMES THE THRILLER OF A LIFETIME!

GOSH! IT LOOKS LIKE THOSE HOODS JUST ROBBED THE MIDTOWN BANK!

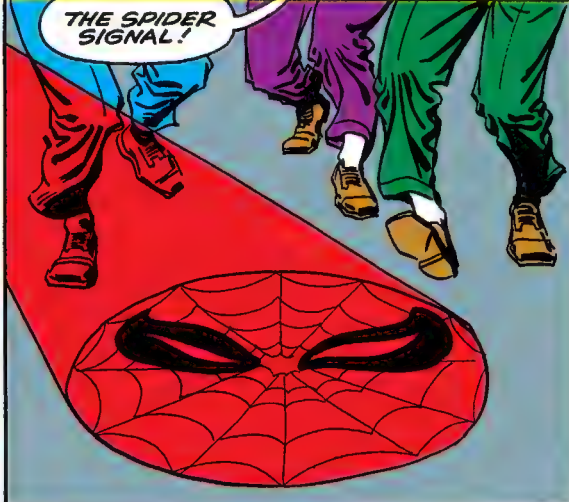
THE JOB WENT CLEAN AS A WHISTLE!

ONCE WE REACH THE GETAWAY CAR WE'LL BE IN THE CLEAR!



BUT, SUDDENLY... AN AWESOME LIGHT BEAM SHINES THROUGH THE DARKNESS, REVEALING...

THE SPIDER-SIGNAL!



AND, FROM ABOVE, A LEAN, HARD-MUSCLED, INCREDIBLY NIMBLE FIGURE HURTTLES DOWNWARD TOWARDS THE STARTLED CROOKS!

IT...IT'S SPIDER-MAN!

BUT WE THOUGHT HE WAS OUT OF ACTION!

JAMESON'S NEWSPAPER HAS BEEN SAYING HE'S A PHONY.. A COWARD!



YOU BELIEVE IT, BOYS! BUT, JUST IMAGINE WHAT I COULD DO IF I WASN'T A PHONY COWARD!

QUICK! RUSH 'IM!



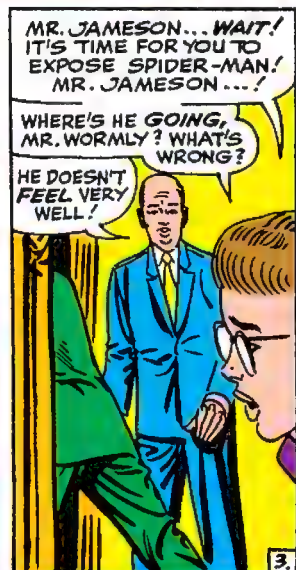
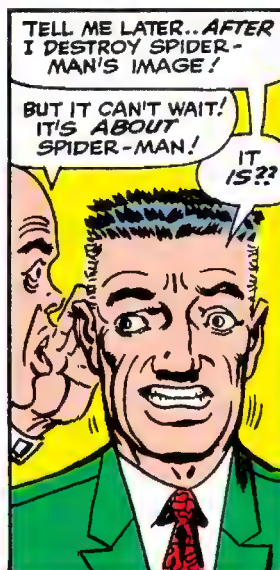
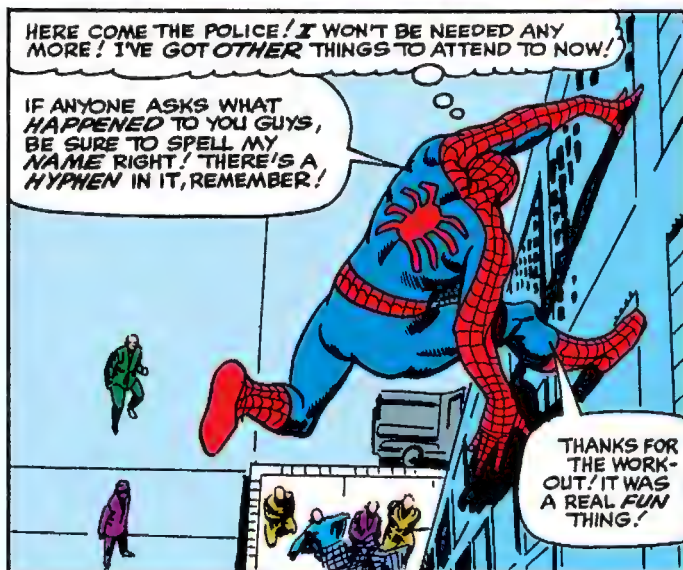
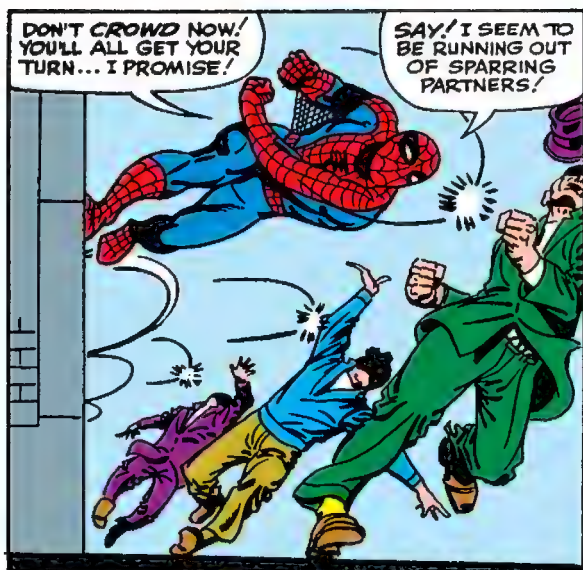
NO NEED TO RUSH, FELLAS! I'M NOT GOIN' ANYWHERE!

YES SIREE! THIS IS JUST WHAT THE DOCTOR ORDERED!

IN FACT, THIS IS THE MOST FUN A LITTLE SPIDER-MAN CAN HAVE WITHOUT LAUGHING!









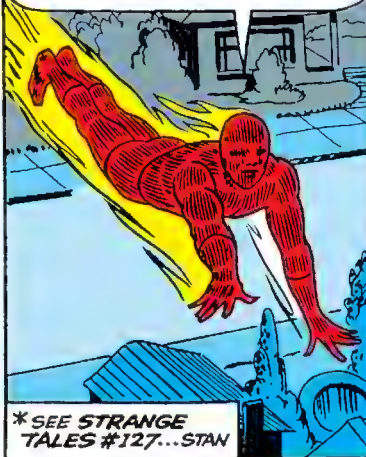
MOMENTS LATER, A WEARY, FLAMING, FLYING FIGURE SEES AN UNUSUAL SIGHT...

IF I DIDN'T KNOW BETTER, I'D SWEAR THAT WAS J. JONAH JAMESON HITTING A BRICK WALL!

IT CAN'T BE TRUE! IT CAN'T! NOT AGAIN! I CAN'T BE WRONG AGAIN!

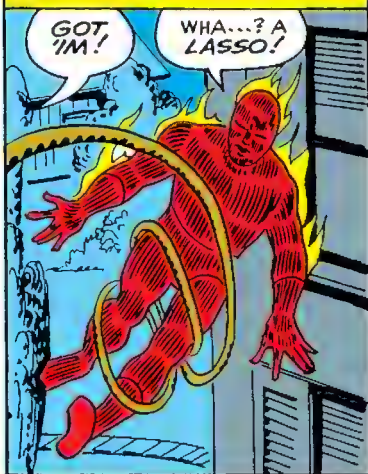


WELL, I'VE NO TIME TO WORRY ABOUT HIM NOW! I'VE GOT TO REACH HOME BEFORE MY FLAME DIES OUT! THAT LAST FIGHT I HAD ALL BUT EXHAUSTED ME!\*



\*SEE STRANGE TALES #127...STAN

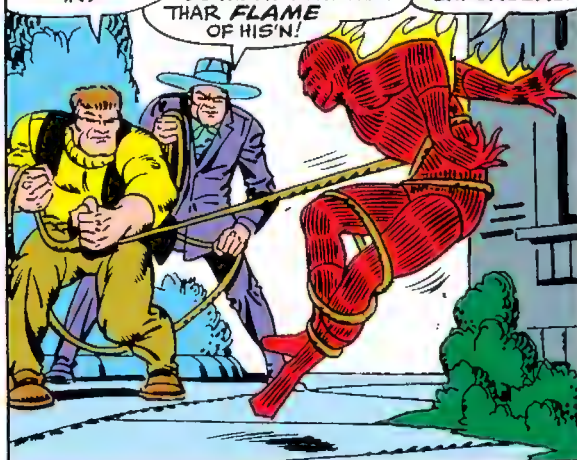
BUT, AS THE HUMAN TORCH GLIDES TO A LANDING NEAR HIS HOME, AN ASBESTOS COVERED LASSO SNAKES OUT, AND...



GOOD THROW, MONTANA! BUT NOW, LET THE OX DRAG 'IM IN!

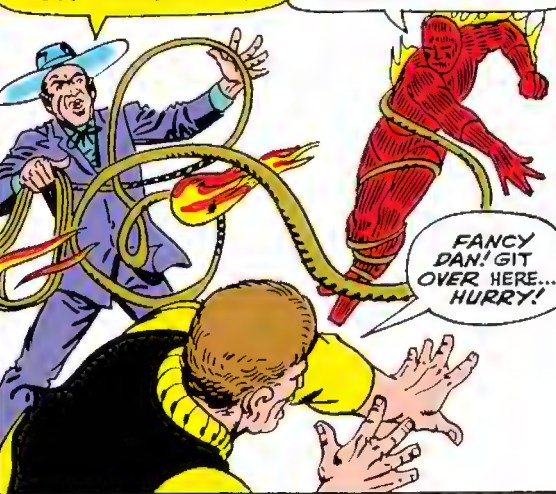
IF HE'S BEEN FLYIN' A LONG DISTANCE, HE'LL BE TOO PLUMB TUCKERED OUT TO DO MUCH WITH THAT THAR FLAME OF HIS'N!

THE OX! MONTANA! YOU'RE TWO OF...THE ENFORCERS!



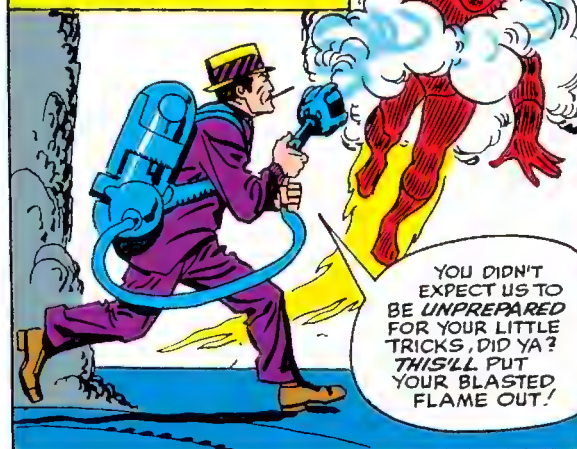
NOW AIN'T YOU A BRIGHT LI'L SHAVER, TORCH! WE... OX! LOOK OUT!

TIRED OR NOT, I CAN STILL TOSS OFF A FIREBALL OR TWO!



FANCY DAN! GIT OVER HERE... HURRY!

ANSWERING THE OX'S CALL, THE THIRD MEMBER OF THE EVIL ENFORCERS RUSHES UP, CARRYING A CYLINDER FILLED WITH CHEMICAL FOAM...



YOU DIDN'T EXPECT US TO BE UNPREPARED FOR YOUR LITTLE TRICKS, DID YA? THIS'LL PUT YOUR BLASTED FLAME OUT!

OKAY, SANDMAN... HE'S ALL YOURS!

GOOD! THE FOAM MAKES IT IMPOSSIBLE FOR HIM TO FLY... AND NOW I CAN DO THE REST!





**THERE!** BY COVERING HIM WITH THE SANDY COMPOSITION OF MY OWN BODY, I CAN EXTINGUISH HIS REMAINING FLAME!

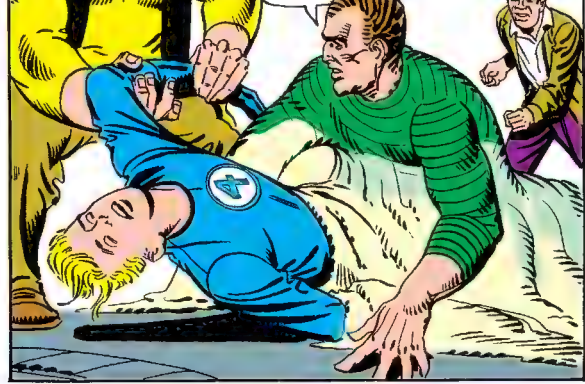
AND, WITHOUT HIS FIERY POWER, HE'S JUST ANOTHER PUNY TEEN-AGER THAT WE CAN HANDLE WITH EASE!



GOOD WORK, SANDMAN! I'LL TAKE CARE OF 'IM NOW!

HE'S ONLY THE FIRST, OX! BEFORE WE'RE THROUGH, WE'LL FINISH OFF EVERY ACCURSED CRIME-FIGHTER IN THIS AREA!

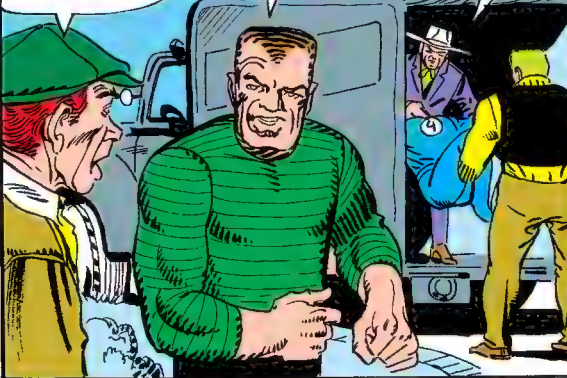
HEY, **BOSS!** I GOT BIG NEWS FOR YA!



IT'S SPIDER-MAN! HE'S BACK IN ACTION AGAIN! HE JUST COLLARED ROCK GIMPY'S WHOLE GANG!

QUIET, YOU FOOL! I DON'T WANT THE ENFORCERS TO HEAR! THEY ONLY JOINED FORCES WITH ME BECAUSE THEY FIGURED THEY WOULDN'T HAVE TO WORRY ABOUT SPIDER-MAN!

WHAT'S THAT?? WHAT'D Y'ALL SAY ABOUT SPIDER-MAN??



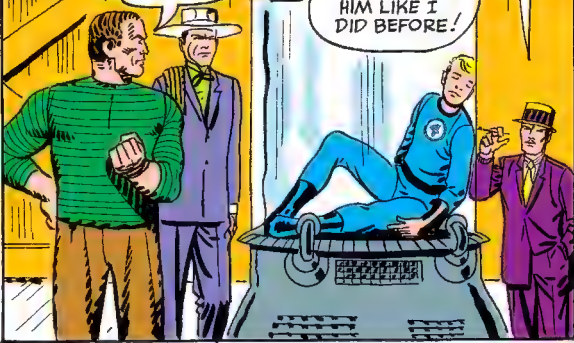
LATER, AT THEIR HIDEOUT...

THE CAT'S OUT OF THE BAG NOW! MIGHT AS WELL TELL 'EM!

I HEARD THAT HE'S BACK IN ACTION AGAIN! HE BUSTED UP SOME BANK ROBBERY GANG!

BUT WE DON'T HAVE TO WORRY ABOUT THAT! IF HE CROSSES OUR PATH, I'LL HANDLE HIM LIKE I DID BEFORE!

ANYWAY, IT'S TOO LATE FOR US TO BACK OUT NOW!



EVEN IF SPIDER-MAN IS ON THE LOOSE AGAIN, THE FOUR OF US OUGHTTA BE ABLE TO BEAT 'IM EASY!

SURE! WE'VE GOT **NOTHIN'** TO WORRY ABOUT!

LOOK HOW EASY WE CAUGHT THE **TORCH!** HE'S HELPLESS IN THAT GLASS CAGE NOW, WITH ONLY ENOUGH AIR TO SURVIVE FOR A WHILE!

OUR NEXT TASK IS TO LEARN MORE ABOUT SPIDER-MAN!



BUT, EVEN AS THE ENFORCERS SPEAK, LITTLE DO THEY DREAM THAT THE ONE THEY'RE TALKING ABOUT IS SWINGING SWIFTLY THROUGH THE AIR, OVER THE ROOFTOPS OF THE CITY, ALMOST WITHIN SIGHT OF THE FEARSOME **FOURSOME!**

NOT A BAD NIGHT'S WORK! I SURE WISH I COULD HAVE SEEN J.J. JAMESON'S FACE WHEN HE HEARD THE NEWS! I'LL BET HE HIT THE CEILING!





WELL, I'D BETTER BE GETTING HOME NOW BEFORE AUNT MAY STARTS MISSING ME!



I'M IN LUCK! SHE'S STILL SOUND ASLEEP! BOY, IT SURE IS A LOAD OFF MY MIND TO KNOW THAT SHE ISN'T DANGEROUSLY ILL ANY MORE!



WELL, I'D BETTER HIT THE SACK, TOO! TOMORROW'S GONNA BE A BIG DAY FOR ME, AND I WANNA BE IN TOP CONDITION!

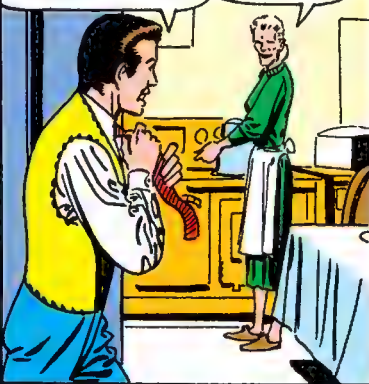
CAN'T HAVE SPIDER-MAN FALLING ASLEEP DURING A FIGHT!



THEN, EARLY THE NEXT MORNING...

OH, EXCUSE ME! I MUST BE IN THE WRONG PLACE! WHAT'S A PRETTY YOUNG GIRL DOING HERE IN MY AUNT MAY'S KITCHEN?

PETER PARKER! GO 'LONG WITH YOU NOW! YOU KNOW WHO I AM!



ALTHOUGH I MUST ADMIT I DO FEEL SO MUCH BETTER LATELY, DEAR! MOSTLY BECAUSE YOU AND MRS. WATSON TOOK SUCH GOOD CARE OF ME WHILE I WAS ILL!

NATURALLY! I COULDN'T TAKE A CHANCE OF EVER HAVING TO EAT SOME-ONE ELSE'S PANCAKES!



IT DOES MY HEART GOOD TO SEE YOU IN SUCH A CHEERFUL MOOD, DEAR! I'VE BEEN A BIT WORRIED ABOUT YOU LATELY!

WELL, YOU JUST FORGET ALL ABOUT IT, AUNT MAY! THERE'S NO NEED TO WORRY ABOUT ME NOW! I PROMISE YOU THAT!



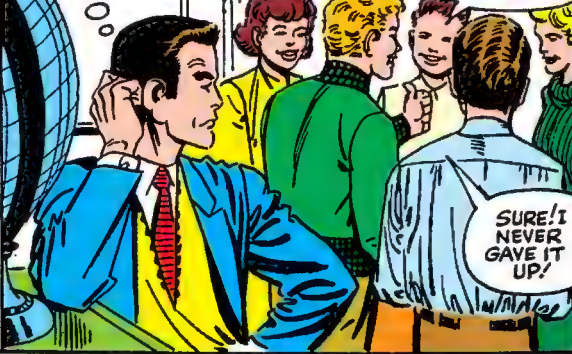
LATER, REACHING HIS HIGH SCHOOL BEFORE CLASS, PETER FINDS...

HOW ABOUT THAT?! NOW THAT SPIDER-MAN IS BACK IN ACTION, FLASH IS POPULAR AGAIN!

I WAS RIGHT ABOUT SPIDEY ALL THE TIME! I TOLD YOU HE'S THE GREATEST!

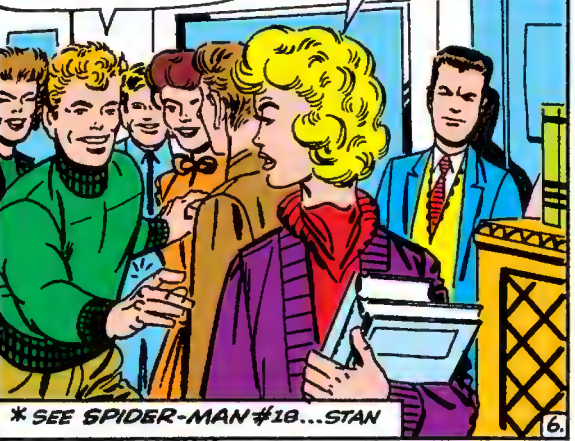
YOU SURE DID, FLASH!

WILL YOU BE STARTING YOUR SPIDEY FAN CLUB AGAIN?



WELL, LIZ, I GUESS YOU'LL BE SINGIN' A DIFFERENT TUNE NOW, HUH? OL' SPIDEY'S BACK AGAIN, EVEN GREATER THAN EVER!

CONGRATULATIONS, MR. FLASH THOMPSON! BUT, UNLESS MY MEMORY FAILS ME, I THOUGHT YOU WERE MAD AT ME!\*



\* SEE SPIDER-MAN #18...STAN





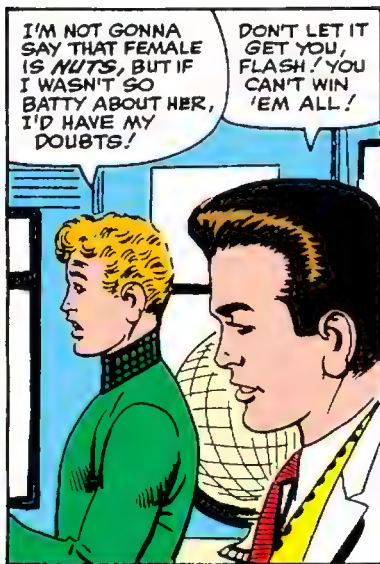
AWW, THAT'S OKAY, LIZ! I'M NOT MAD AT YOU ANY MORE! I FEEL TOO GOOD TO BE MAD AT ANYONE!

WELL, I DON'T FEEL THAT GOOD, SO I'M MAD AT YOU!



YOU ARE? BUT WHY? WHAT DID I DO??

YOU HAD THE UN-MITIGATED NERVE TO BE MAD AT ME! THAT'S WHAT! GOOD DAY TO YOU, MR. THOMPSON!



I'M NOT GONNA SAY THAT FEMALE IS NUTS, BUT IF I WASN'T SO BATTY ABOUT HER, I'D HAVE MY DOUBTS!

DON'T LET IT GET YOU, FLASH! YOU CAN'T WIN 'EM ALL!



LOOK, PUNY PARKER... YOU BUTT OUT OF MY AFFAIRS, SEE? WHO DO YOU THINK YOU ARE, SNEAKIN' AROUND AND LISTENIN' IN ON PEOPLE'S CONVERSATIONS??!

WITH THAT FOG-HORN VOICE OF YOURS, I COULD HEAR YOU IN THE NEXT TOWN!



OH, YEAH? WELL, I'VE GOT A GOOD MIND TO LET YOU CHEW ON A SET OF KNUCKLES, YOU BOOKWORM PANTYWAIST!

I KNOW, I KNOW! I HEARD THE WHOLE ROUTINE BEFORE! I COULD RECITE IT BY HEART!



IT BURNS ME UP THAT SPIDER-MAN'S BIGGEST FAN HAS TO BE A WEAK-WITTED, MUSCLE-BOUND LAMEBRAIN LIKE HIM!

I WONDER WHAT HE'D DO IF HE EVER FOUND OUT WHO SPIDEY REALLY IS??



BUT THEN, AFTER SCHOOL HAS ENDED...

AT LAST! NOW I CAN BECOME SPIDER-MAN AGAIN AND...

SAY! WHY DID THAT MAN WHO PASSED BY MAKE MY SPIDER-SENSE TINGLE??



OF COURSE! I RECOGNIZE HIM! IT'S FANCY DAN, ONE OF THE ENFORCERS!

IF HE'S PARADIN' AROUND TOWN THAT WAY, HE MUST BE UP TO NO GOOD!



MINUTES LATER, AFTER A LIGHTNING CHANGE IN A DARK ALLEY...

WELL, DANIEL, MY LAD, OL' SPIDEY WILL JUST SEE WHERE YOU'RE HEADED FOR!





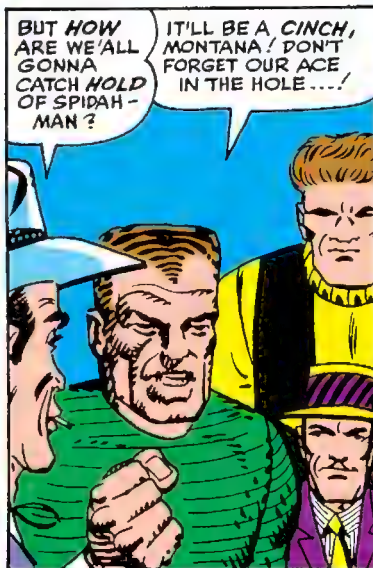
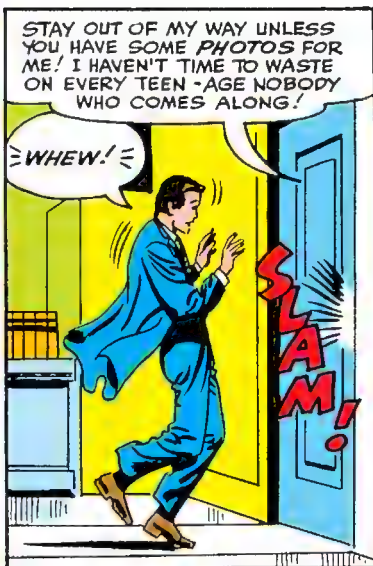














AND NOW, HOLD ON TO YOUR HATS, FRIENDS... HERE COMES SOME OF THAT HIGH-TENSION ACTION WE PROMISED YOU...

BEFORE I GO AFTER THE ENFORCERS, I'LL PAY ANOTHER LITTLE VISIT TO JOLLY JONAH... BUT *THIS* TIME AS SPIDER-MAN!!



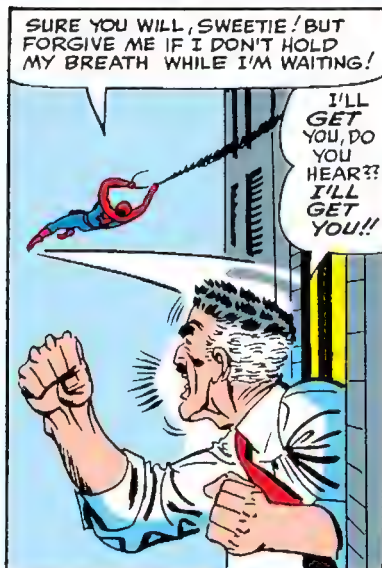
HI, SMILEY! DID YOU KNOW I WAS BACK??

BLAST YOU, YOU MISERABLE COSTUMED FREAK! I'LL GET YOU IF IT'S THE LAST THING I DO. I'LL DRIVE YOU OUT OF TOWN! I'LL FIND *SOME* WAY TO BEAT YOU!



SURE YOU WILL, SWEETIE! BUT FORGIVE ME IF I DON'T HOLD MY BREATH WHILE I'M WAITING!

I'LL GET YOU, DO YOU HEAR?? I'LL GET YOU!!

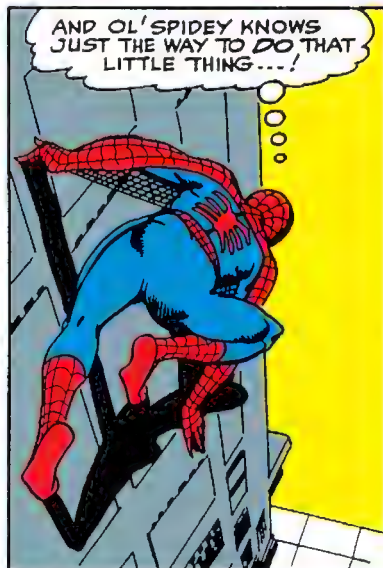


SOMETIMES I SUSPECT THAT MAN JUST DOESN'T LIKE ME!

WELL, I'D BETTER GET DOWN TO *BUSINESS* NOW! FIRST, I'VE GOT TO FIND THE ENFORCERS...

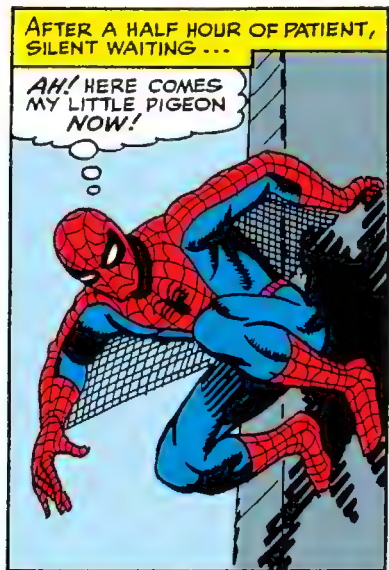


AND OL' SPIDEY KNOWS JUST THE WAY TO DO THAT LITTLE THING...



AFTER A HALF HOUR OF PATIENT, SILENT WAITING...

AH! HERE COMES MY LITTLE PIGEON NOW!



WHULP...!!

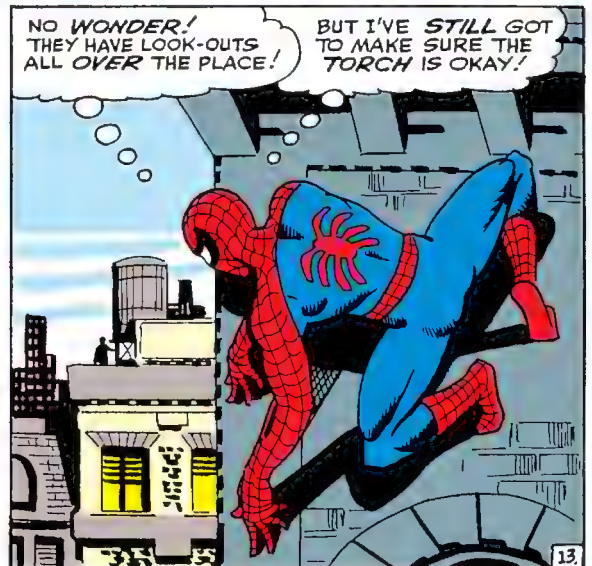
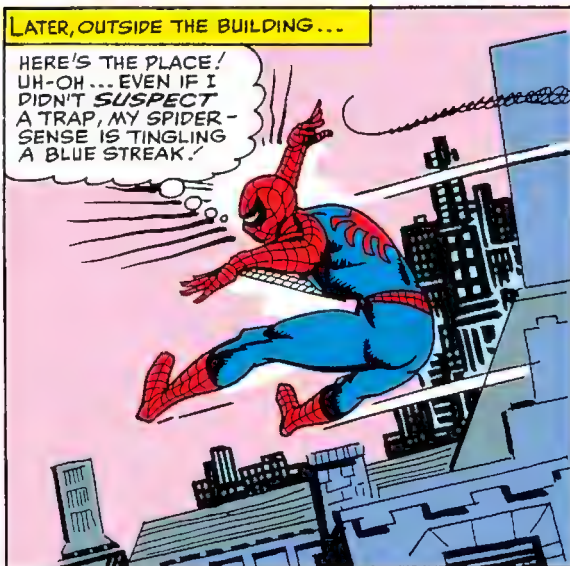
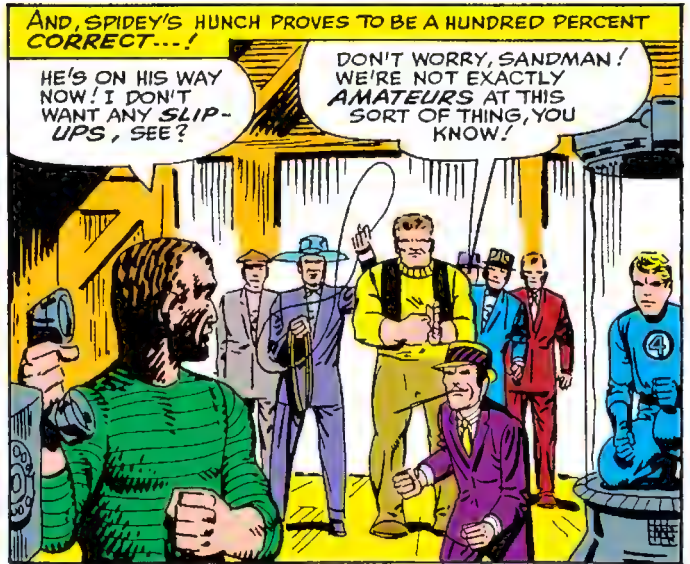
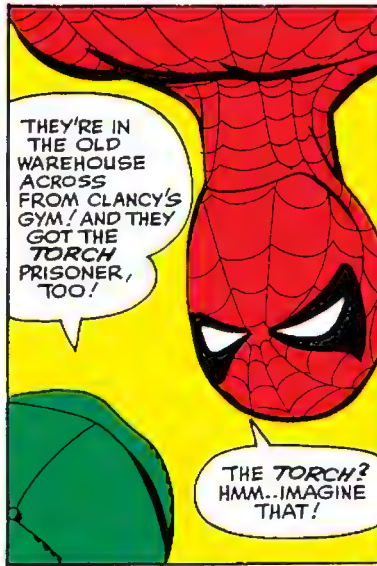


S-SPIDER-MAN! WHA... WHAT DO YOU WANT FROM ME??

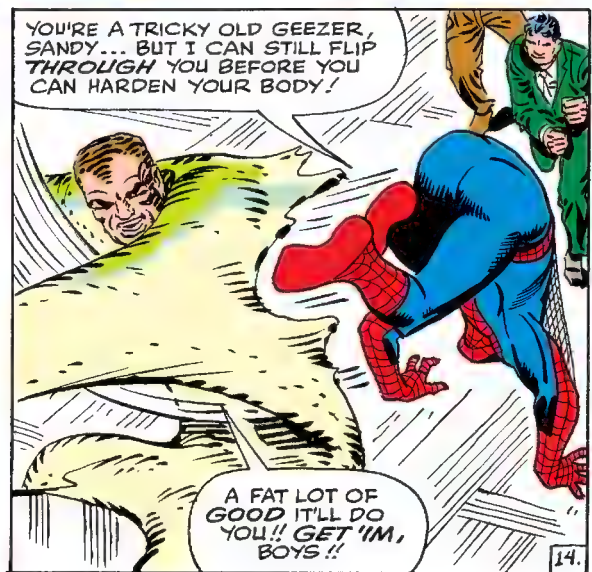
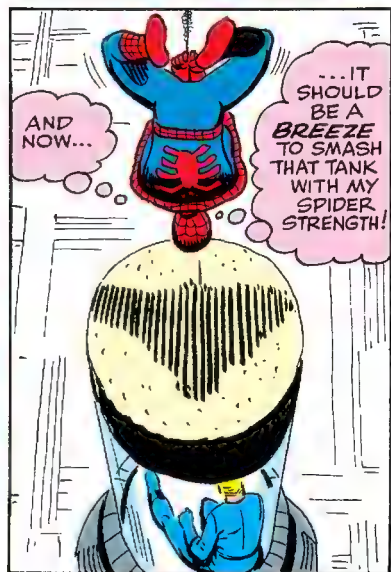
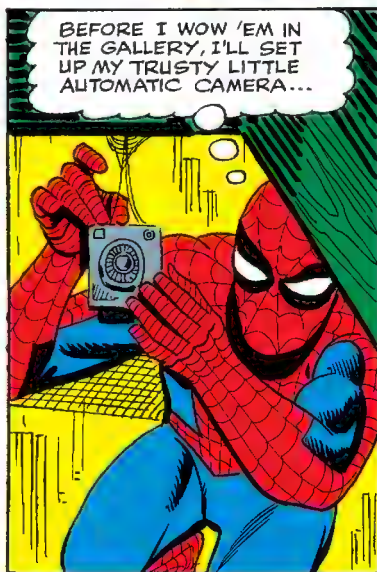
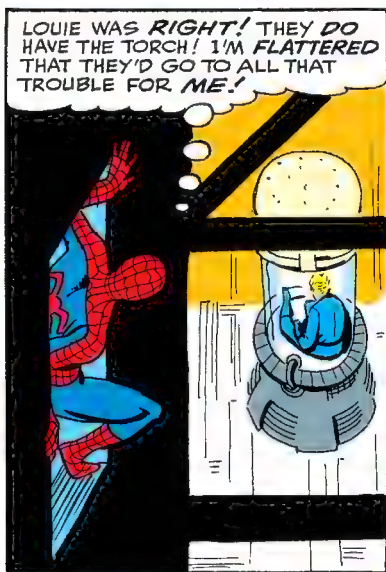
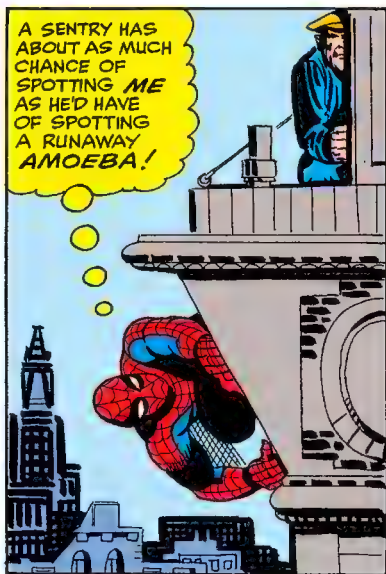
JUST A LITTLE *INFORMATION*, LOUIE! THE KIND A STOOBIE LIKE YOU IS *SURE* TO HAVE!



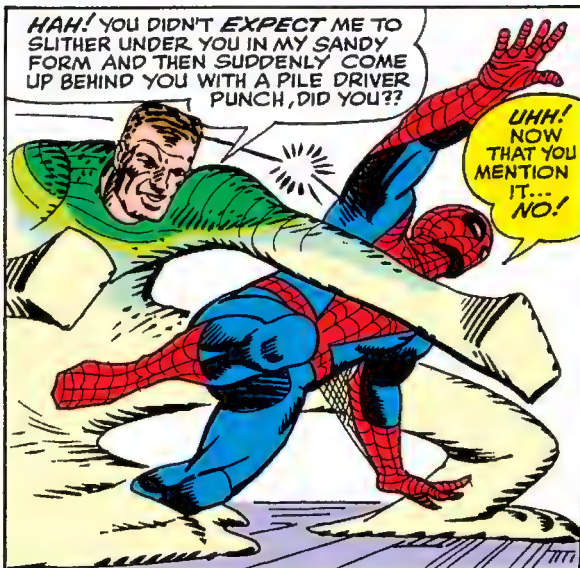
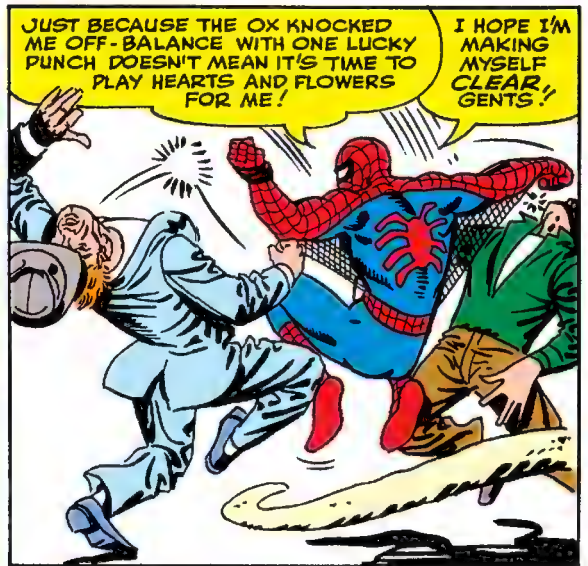




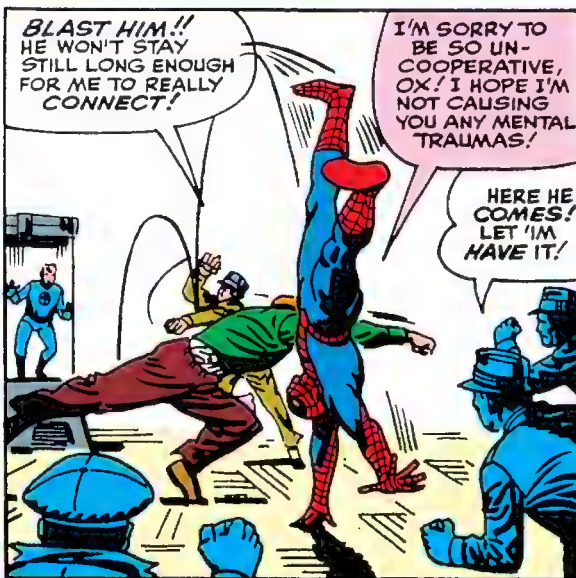




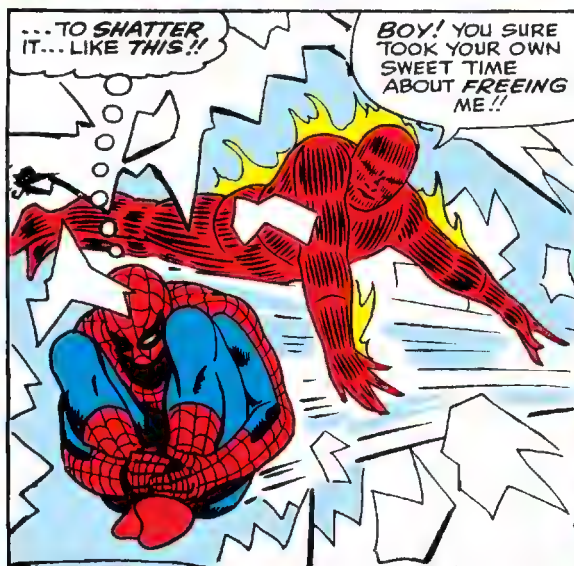
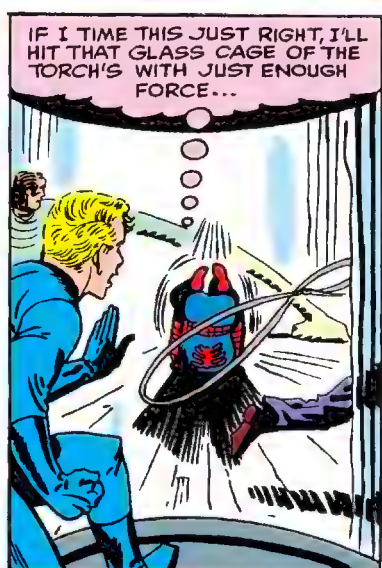
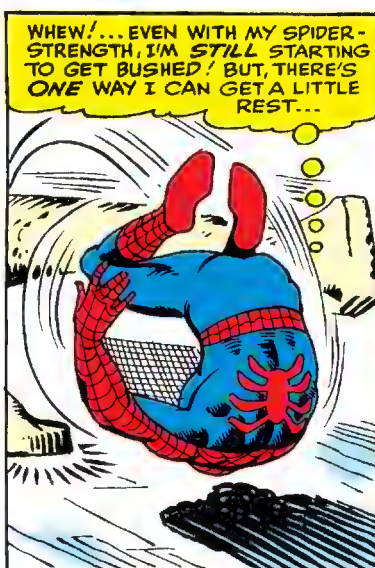




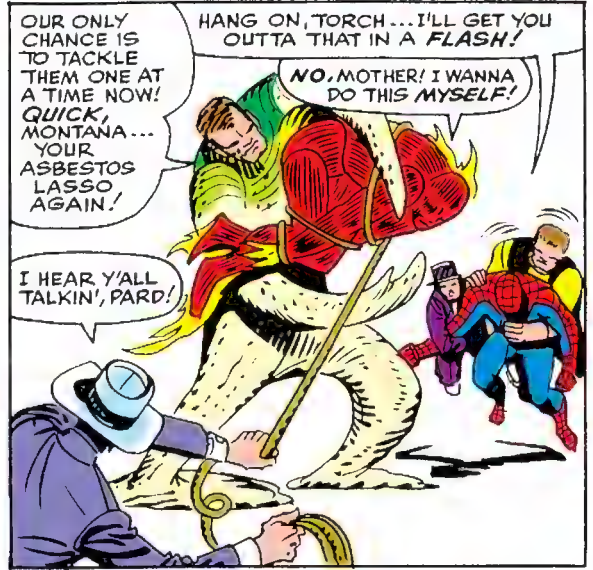
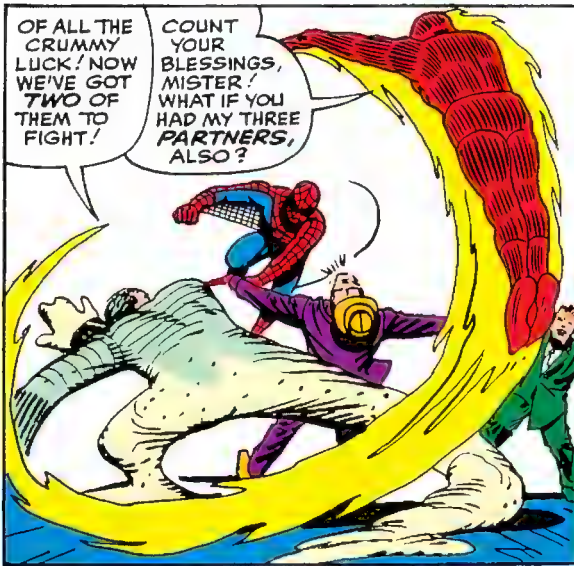




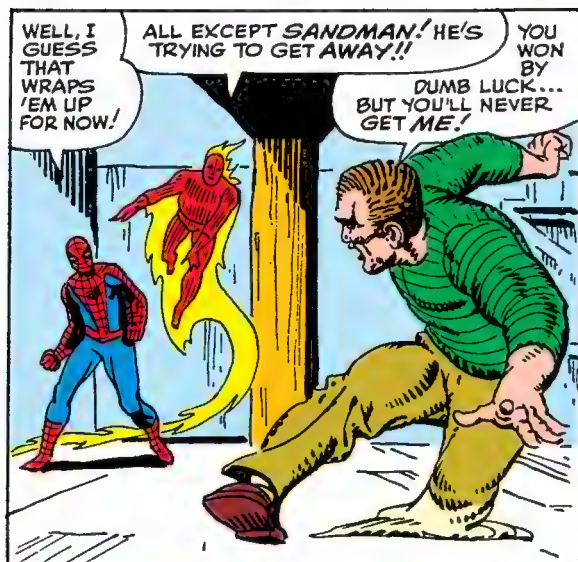




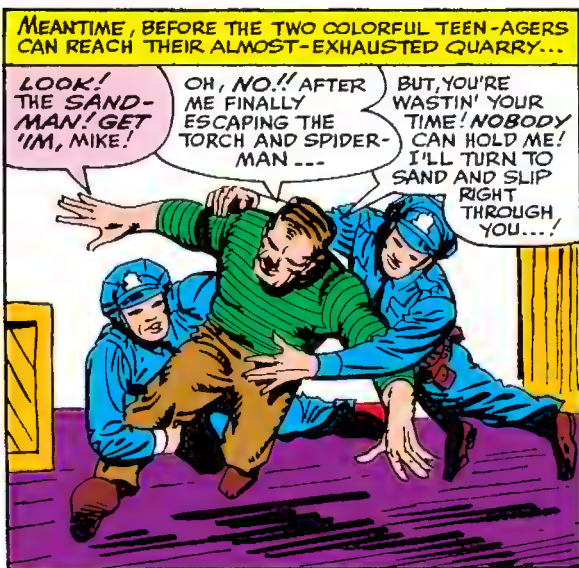














**THE NEXT DAY, AT JAMESON'S OFFICE ...**

HAVE YOU HEARD THE LATEST NEWS BULLETIN, MR. JAMESON? SPIDER-MAN, AIDED BY THE HUMAN TORCH, CAPTURED THE ENFORCERS AND CHASED THE SANDMAN INTO THE ARMS OF THE POLICE!

THAT MEANS HE'S A HERO AGAIN!!

I WONDER IF I'M TOO OLD TO JOIN THE FOREIGN LEGION??

HOW DID IT HAPPEN? JUST A SHORT TIME AGO SPIDER-MAN WAS PUBLIC HEEL #1! EVERYONE CALLED HIM A YELLOW COWARD! AND NOW... HE'S MORE GLAMOROUS THAN EVER! HOW? HOW??

MR. JAMESON! I'VE GOT SOMETHING TO SHOW YOU...!

THESE MAY MAKE YOU FEEL A LITTLE BETTER! THEY'RE A FULL PHOTOGRAPHIC RECORD OF THE FIGHT BETWEEN SPIDER-MAN AND THE ENFORCERS!!

THEY'RE SENSATIONAL!! IF THEY'RE NOT FAKES, THEY'LL SELL AN EXTRA HALF MILLION PAPERS FOR ME!

I CAN GUARANTEE THAT THEY'RE NOT FAKES!

I HATE LETTING THE OLD PIRATE HAVE THEM, BUT I CAN USE THE DOUGH!

I DON'T KNOW HOW YOU GOT THEM... AND I DON'T CARE! I'LL BUY THEM ALL!

THIS IS A REAL HAPPY ENDING! EVEN JAMESON FEELS GOOD NOW

SAY, BETTY, HOW ABOUT HAVING A SODA WITH ME TO CELEBRATE MY FIRST DAY BACK ON THE JOB?

OH, I'M SORRY, PETER! I'VE GOT A DATE WITH NED TONIGHT!

THAT SO? WELL, THEN, MAYBE I'LL SEE YOU TOMORROW, HUH?

SURE, PETER! THAT WOULD BE FINE!

HELLO, PETER! HOW'S IT GOING, FELLA?

JUST FINE, NED! THINGS COULDN'T BE BETTER! HAVE A NICE TIME TONIGHT, YOU TWO!

THANKS! WE'LL DO OUR BEST!

I'LL GIVE YOU A RING TOMORROW, BETTY! HAVE TO RUN NOW! SO LONG!

THAT PARKER SEEMS LIKE A NICE GUY, BETTY! BUT... I DON'T UNDERSTAND! PETER SEEMS SO UNCONCERNED!

I SECRETLY HOPED HE'D BE A LITTLE JEALOUS! BUT... HE DOESN'T SEEM TO CARE! HAVE I... REALLY LOST HIM??



LATER, AS THE NEXT EDITION GOES ON SALE...

JONAH JAMESON DID IT AGAIN! AN EXCLUSIVE SET OF PHOTOS SHOWING SPIDER-MAN IN ACTION!

BUT, JUST THE OTHER DAY HE WAS CALLING SPIDEY A FRAUD!

DON'T YOU UNDERSTAND **PUBLICITY**? HE JUST DID IT TO GET PEOPLE INTERESTED! THEN HE PULLS OFF A STUNT LIKE *THIS*! I'LL BET THEY'RE BOTH IN CAHOOTS!

I WOULDN'T BE AT ALL SURPRISED!

AND, AT **FANTASTIC FOUR** HEADQUARTERS, ATOP THE FAMOUS BAXTER BUILDING, IN THE HEART OF THE CITY...

DID YOU EVER FIND OUT *WHY* SPIDER-MAN SEEMED TO ACT COWARDLY LAST MONTH, JOHNNY? WHAT **EXPLANATION** DID HE GIVE YOU?

**NONE!** GETTING INFORMATION OUT OF THAT WEB-SPINNER IS LIKE PULLIN' **TEETH**! I STILL CAN'T EVEN MAKE UP MY MIND WHETHER TO LIKE HIM OR **HATE** 'IM!

WHILE, OUTSIDE MIDTOWN HIGH SCHOOL, AT 3:00 P.M. ...

SO LONG, PETEY!

"PETEY"! HE'S THE ONE!

SEE YOU TOMORROW, LIZ!

SLOWLY, AT A SAFE DISTANCE, THE SILENT STRANGER FOLLOWS THE UNSUSPECTING TEEN-AGER...

IT'S GREAT TO HAVE THINGS BACK TO NORMAL AGAIN! I HAVEN'T A WORRY IN THE WORLD NOW!

HMM! HE TURNED OUT THE LIGHTS SOME TIME AGO! I GUESS IT'S SAFE TO PHONE AND CHECK IN NOW!

ALL RIGHT! NOW GET BACK TO YOUR POST UNTIL YOU'RE RELIEVED! I WANT HIM UNDER SURVEILLANCE EVERY MINUTE!

I'VE GOT TO KNOW FOR CERTAIN! AND THEN... WHEN I'M **SURE**... I'LL ACT!

WHAT'S *THIS*?? IT SEEMS THAT A NEW AND DIFFERENT MENACE IS ABOUT TO ENTER THE LIFE OF PETER PARKER! BE PREPARED FOR THE UNEXPECTED, AS SURPRISE FOLLOWS SURPRISE IN OUR NEXT SHOCK-FILLED ISSUE OF THE MAGAZINE THAT HAS BECOME ONE OF AMERICA'S FAVORITE READING HABITS...THE **AMAZING SPIDER-MAN**!

22.





# SPIDER'S WEB

Please address  
your letters to:  
**THE MARVEL  
COMICS GROUP  
SECOND FLOOR  
625 MADISON AV.  
NEW YORK 10022  
N. Y.**

Dear Stan and Steve,

Congratulations on your wonderful character, the AMAZING SPIDER-MAN. In 25 years of comic book reading I have never seen or read a better comic. All five of my children agree with me on this. My children have introduced their friends to Spider-Man as well.

Mrs. Mary McCluskey, P.O. Box 432  
Westwood, Calif.

That's fine with us, Mrs. McC! But, in our greedy little way, we kinda hope that you, your five children, and their many friends aren't all reading the same copy!

Dear Stan and Steve,

I had to write and let you know my ideas about the Marvel Comics Group. Generally speaking, they're all excellent. However, I do have a few complaints. Why do you insist on burying Don Heck in TALES OF SUSPENSE each month? He does Giant-Man better than anyone else in the Marvel bullpen. I think he's your best all around artist, and he does the least work of any of them. Sure, he does Iron Man magnificently, but that's the only work he does all month. Please let him at least ink the work of your other artists. I also want to complain about the strength you've been giving the Hulk lately. I mean Spider-Man should have at least staggered the Hulk when he hit him like he did in issue #14. Surely the Hulk can't be that great. Pretty soon you'll be making the jolly green giant invulnerable which would be unthinkable! Kraven the Hunter was a wonderful villain even if he did fight dirty!

Joseph Sharkey, 3547 Rosalia Ave.  
Pittsburgh, Pa.

Well, Joey, first things first! Dimpled Donny Heck is now drawing *The Avengers* each and every month, in addition to *Iron Man*! How's that for service? As for the Hulk's strength, don't blame us! Write a scathing letter to those nasty ol' gamma rays of Bruce Banner's! Glad you liked cuddly Kraven, even if you didn't like the way he fought! (Although Spidy liked how he fought—because he lost!)

Dear Stan and Steve,

I'm a Marvel Comics fan and can't resist anything written by Stan Lee! I'm not writing this about Spider-Man, but rather to say that I just saw a copy of Stan's "MONSTERS TO LAUGH WITH!" and think it's grand! But you should have told us about it. All Marvel fans (and that's everybody) will want it. Anyway, thanks for such a great mag.

Steven Hall, 3708 Maple Leaf Drive  
Bloomington, Indiana

Much obliged, Stevey! But the reason we didn't mention our humorous new monster mag is that it isn't really a comic book. However, for those of you with an extra 25¢ in your jeans, the second hilarious big ish may still be on sale!

Dear Stan and Steve,

Quit trying to break up Pete and Betty. I suppose you are eventually going to break them up and have Pete going steady with Liz Allen. Well, don't do it. Liz is an empty-headed flirt. In issue #12 when Dr. Octopus was using Betty as a hostage, she was unafraid, almost laughing in the face of Spidey's most dangerous enemy. On the other hand in issue #6 when Liz was captured by those two-bit hoods, it proved what a coward she is. Kraven was good but I'm getting tired of all these off-beat villains. Bring back the old standby villains like the Vulture, Sandman, and Dr. Octopus. The Sandman is due for another appearance. Over all, your latest story was very good.

George Somerville, 412 Spring St.  
Harrisville, W. Va.

Thanks, Georgie—but you make the same little mistake so many of our bullpen buddies make! When you refer to our "latest story" in your letter, we have no idea which story you mean! The latest one you read may not be the latest one we've got—dig? We'd like all you letter-writin' fiends to mention the ish number instead of just saying the "latest one," because we really do wanna know what you're talkin' about! Okay?

Dear Stan and Steve,

Just a belated note to tell you how much I enjoyed issue #15 of SPIDER-MAN. From cover to cover, I was completely enthralled with story and artwork. Kraven the Hunter is superb. How you guys keep coming out with new and original villains each issue is beyond me. The reappearance of the Chameleon was a thrill for people like me who missed him in SPIDER-MAN #1. If I ever miss an issue of your mag I think I'd commit suicide, so your subscription staff (nice Nancy Murphy) will be hearing from me soon! Thanks again to a couple of great guys working hard to give us the best 12¢ value on the stands today. Well, you two must sleep sometime although your mags don't show it, so 'nuff said!

Keith McWalter, 2674 Lindenwood Dr.  
Bridgeville, Pa.

"Sleep," Keith boy??? Hey! We knew there was something we've been forgettin'!

Dear Stan and Steve,

Someone got my name from a comic book and wrote to me wanting to be penpals. In vital statistics he listed MARVEL as his favorite publishers and the Hulk as his favorite "hero." Forgive my ignorance but I had never heard of either. The first Marvel mag I ever saw was SPIDER-MAN—the issue with the "Return of Dr. Octopus." I only bought it out of curiosity—I thought Doc Ock on the cover was Spider-Man, and heroes that ugly don't raise my blood pressure a point! Glad to learn how much I erred! Since then I have not bought a single other brand of comics, and I don't intend to buy another if Marvel stays as marvelous! Please don't make Sub-Mariner lose his dignity. He reminds me of "The Sheik" in E. M. Hall's book of the same name. If Sue and the Scarlet Witch don't want him, I do!

Kathy Lucas, 201 Conover Dr.  
Birmingham 6, Ala.

Okay, Kathy, we gave him your address. So, if you should see a flat-headed kook in trunks flying toward you one day, wave him down! He's great under water, but he's always getting lost when he flies over Alabama!

Dear Stan and Steve,

I am writing this letter in behalf of the Northern Red River Pickled Pepper Pickers' Union in order to protest your unseemly practice of presenting unfavorable publicity for pickled pepper pickers. For the past several issues we have been happy to see you mention pepper pickers, but we are incensed that pepper picking is used only in referring to puny Peter Parker. Not once has Spider-Man picked a pickled pepper! Would Peter Parker be able to handle your great new villain, Kraven the Hunter? Would anyone suggest that Pete take on the Torch's great new villain, the Beetle, the way I am suggesting Spidey should? No! No, no, no, no! So in anger at your presenting all pickled pepper pickers as thin weaklings we have formed the PPP for PPP in PPPP (Powerfully Proud Party for Preserving Pristine Purity in Pickled Pepper Pickers' Publicity) to protest your handling of pepper pickers and ask that Spider-Man be made to pick a peck

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of pickled peppers as a matter of simple justice! If this is not done I will feel obliged to write you more letters telling you what a shame it is that such a great magazine should have this unfair thing about pepper pickers.

Richard Tatge, 2401 First Ave. So.  
Minneapolis 4, Minn.

No! Don't do it, Dick! We give up! We're not quite sure what it is you want us to do, but you have our unconditional surrender anyway! Spidey may be brave as all get-out, but when it comes to Stan and Steve—forget it!

Dear Stan and Steve,

This letter is for anyone who writes in and asks what happened to Peter's college days. The answer is simple. If Pete were in his senior year of college, he would be at least 21 or 22. If he were in his senior year of high school he would be 17 or 18 which would give him the teenage character that you have built up around him. I think that Steve is having a tough time of it. Besides having Spidey's webs all over the place, he has changed Liz and Betty, and has even made Peter more handsome. If Steve can do all this work, I can keep buying!

Bill Taylor, 2760 Piqua St.  
Ashland, Ky.

Listen, Billy boy—if enough of you great guys and gals keep buyin', we'll get Steverino to do even more work! Let's see now . . . an artist can probably live on two meals a day instead of three! That'll save an hour a day! And then, if he doesn't take time to shave . . .

Dear Stan and Steve,

I would like to say that your AMAZING SPIDER-MAN is a fine comic, if not the finest comic ever printed. I have been reading comics ever since I have been able to read. I am now 24 years old and am still reading them. I don't care what anyone says—comics let a person dream. It's the only thing that the Russians can't claim they had first! If more people worried about what the parents taught the teenagers and not what kind of comics they read or music they listen to, it would be a much better world. That's why I am saying keep up the good work—you have been doing a fine job. All I have to say is "Bless the comic industry."

Archie L. Mayes, 4609 Artell  
Albuquerque, N. Mex.

Archie boy, you're a livin' doll! But who said the Russians didn't invent comics first? Didn't you ever hear of the *Fantastic Four*—or that ever-popular favorite, *Spider-Man*?

#### SPECIAL ANNOUNCEMENTS SECTION:

—Now hear this! We've waited all month to tell you what M.M.M.S. stands for! (And we hope you've been waiting, too!) So, here it is . . . It's the MERRY MARVEL MARCHING SOCIETY—a new club we're forming for all our fans! We're designing membership cards, gimmicks, surprises, and all sorts of off-beat goodies for you! We just want you to know we're working on it, and trying to make it the kind of club you'll get a real kick out of joining! In fact, we'd like you to send us any ideas that YOU may have for the ol' M.M.M.S. and we'll try to use the most original and the most amusing suggestions! So save your pennies till our next announcement, because we want all of you merry Marvel madmen (and glad gals) to join, hear? There'll be more info next ish, natch, so don't miss it! 'Nuff said!

—Did we tell you about sunny Stan's day at college? He was invited to speak about Marvel Comics by the Science Club at Bard College, at Annandale, New York on June 5th! Our smilin' script-wiz was flyin' when he came back! He said it was one of the greatest days he ever spent! The gang at Bard were bright, beaming, and barrels of fun—they tossed questions at him about every phase of comic magazines, and their interest, courtesy, and enthusiasm were as heart-warming as one of Aunt May's apple pies! So, a great big "Thanks a mil!" to the wonderful staff and students of Bard College—and when are you gonna send the diploma?

—And now, it's time for us to get back to our usual mish-mash of news and nonsense! The first item on the agenda is the fact that the merry Marvel group has moved their offices. We used to be on the third floor at our old address—but now we're on the second floor

of another building! (We wanted to be closer to the common people, of course!) Anyway, be sure to address all your letters from now on to which ever Marvel mag you wish, Second Floor, 625 Madison Ave., New York 10022. (Unless you're sending a bill—in that case you can send it to the wrong address!)

—Before we close with our coming attractions section we've got to tell you about the next Spidey thriller! Next ish we're introducing another, new arch-foe for the ol' web-spinner in the grand tradition of Doc Oct and the Vulture! He's called the Scorpion, and we kinda suspect he'll be one of Marvel's all-time greats! So whatever you do, don't miss him! And we'll also have enough surprises, complications, and bonehead mistakes to satisfy those of you who just don't dig Scorpions! So take it from your bullpen buddies—you've no excuse for missing SPIDER-MAN #20—it'll be one of the great ones!

#### THE MIGHTY MARVEL CHECK LIST!

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now:

**FANTASTIC FOUR #33:** We don't know how Stan does it, but each ish of the F.F. seems to top the one before it! This month you'll see the umpteenth return of everybody's favorite character, the sensational SUB-MARINER—but, with a difference! Now he's fighting WITH the F.F., against a brand new undersea foe named Attuma! Aw—why say any more? It's got EVERYTHING!

**AVENGERS #10:** There's a new wing-doozy of a villain in this one named Immortus! His power is somewhat different than any we've shown before! And dig this—the title of the block-bustin' yarn is: "The Avengers Break Up!" Even Jonah Jameson would have to enjoy this one!

**X-MEN #8:** You'll see Professor Xavier for a short time here, and wait'll you discover where he is and what he's doing there! As for the new menace which confronts the X-Men—there are TWO of them! One is "Unus, the Untouchable!", and the other is the fact that something totally unexpected happens to the Beast! Don't miss it!

**STRANGE TALES #127:** There's a real twist to this month's Torch and Thing romp! A mystery villain is introduced—as well as an auto race to end all auto races! As for Doc Strange, he finally has his showdown with the dread Dormammu!

**THOR #110:** Stan and Jack have another super-spectacular going for them with this ish! It features the return of the mysterious Mr. Hyde, and the serpentine Cobra, as well as the ever-present menace of Loki! Also, you'll see some great battle scenes as Thor defies mighty Odin himself to challenge most of the warriors of Asgard!

**SUSPENSE #60:** Can you picture "Iron Man Wanted For Murder!"? Well, that's the title, and the tale has more drama and tension than you've the right to expect for 12¢! But, if that isn't enough for you, there's a fast-moving pulse-pounding Captain America ring-a-ding razzle-dazzler that'll curl your hair! How ABOUT that!

**ASTONISH #62:** Think you've seen everything? Wait'll you see Giant-Man BATTLING the Wasp! There are all kinds of plot twists in this one, and when Giant-Man becomes Ant-Man, and goes into action inside that ant-hill, man, it's the most! And the 10-page Hulk hair-raiser which rounds out the ish is nothing to sneeze at, either! You'll meet an old villainous friend of yours in this one, too!

**SGT. FURY #12:** Here's a real twist for you—one of the Howlers DESERTS during a life-and-death mission! Which one? Now you don't expect us to spoil your surprise here, do you? It's Fury at his best—and that oughta be good enough for anyone!

—And that wraps it up till we all meet the Scorpion next ish in SPIDER-MAN #19! So, till then, send us your ideas for the M.M.M.S., face front, and be good to each other! See ya!



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